

ULTIMATE SPIDER-MAN®

MARVEL

VOL
7



IRRESPONSIBLE

ULTIMATE

SPIDER-MAN



IRRESPONSIBLE

IRRESPONSIBLE



CHAPTER 40
AVERAGE BEAR

CHAPTER 41
THE LETTER

CHAPTER 42
TEMPTATIONS

CHAPTER 43
HELP

CHAPTER 44
TAMPERED

CHAPTER 45
GUILT



assistant editors
DOLLY SETTON
STEPHANIE MOORE
NICK LOWE
associate editor C.B. CEBULSKI
editor RALPH MACCHIO

collection editor JENNIFER GRÜN WALD
assistant editors ALEX STARBUCK & NELSON RIBEIRO
editor, special projects MARK D. BEAZLEY
senior editor, special projects JEFF YOUNGQUIST
senior vice president of sales DAVID GABRIEL
svp of brand planning & communications MICHAEL PASCIULLO
book designer JEOF VITA

digital manager/production TIM SMITH 3
digital production JACKELINE TEJADA

editor in chief C.B. CEBULSKI
chief creative officer JOE QUESADA
president DAN BUCKLEY
executive producer ALAN FINE

story
BRIAN MICHAEL BENDIS

pencils
MARK BAGLEY

inks
ART THIBERT

colors
TRANSPARENCY DIGITAL

letters
CHRIS ELIOPOULOS

© 2019 MARVEL. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

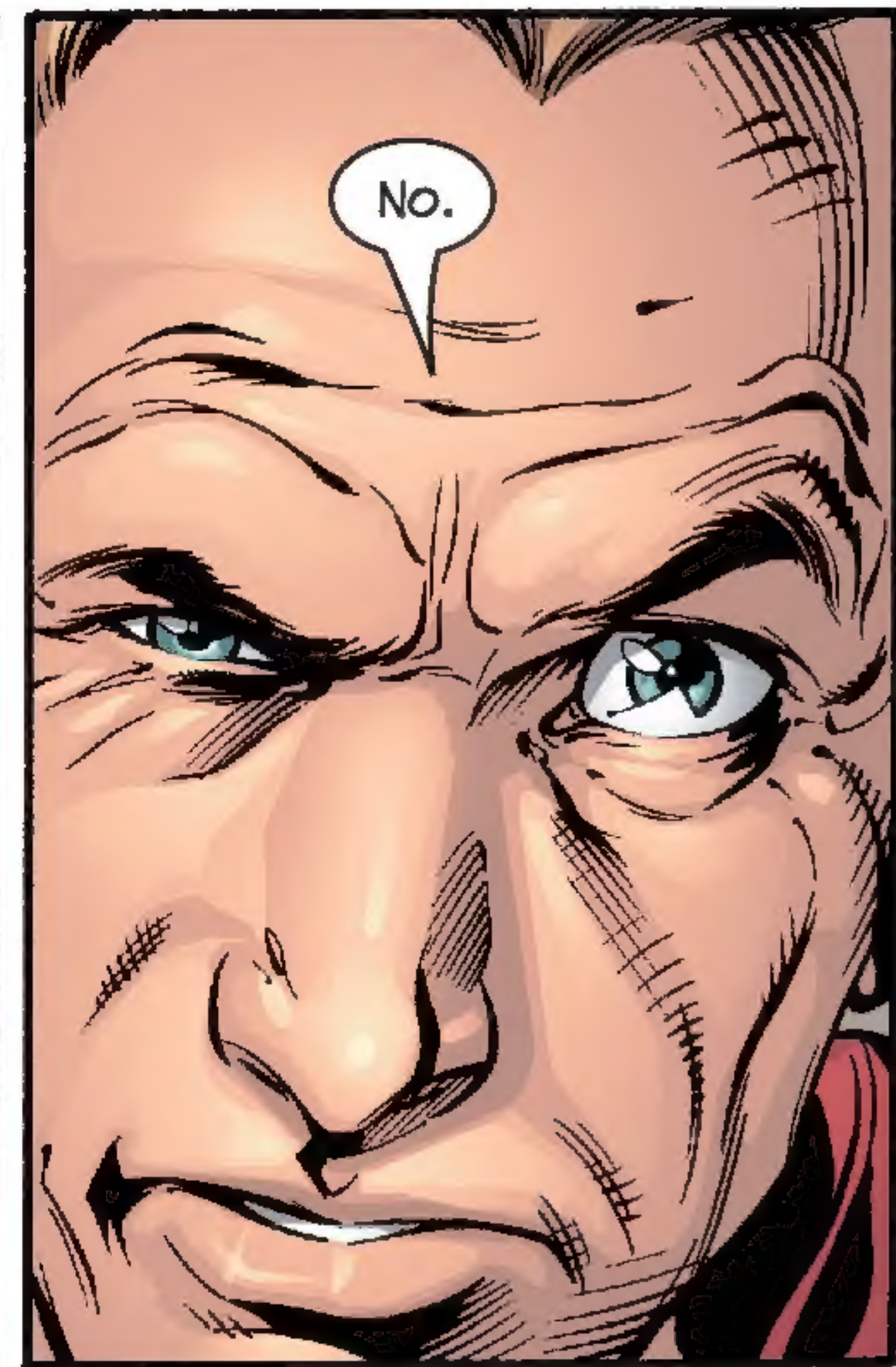
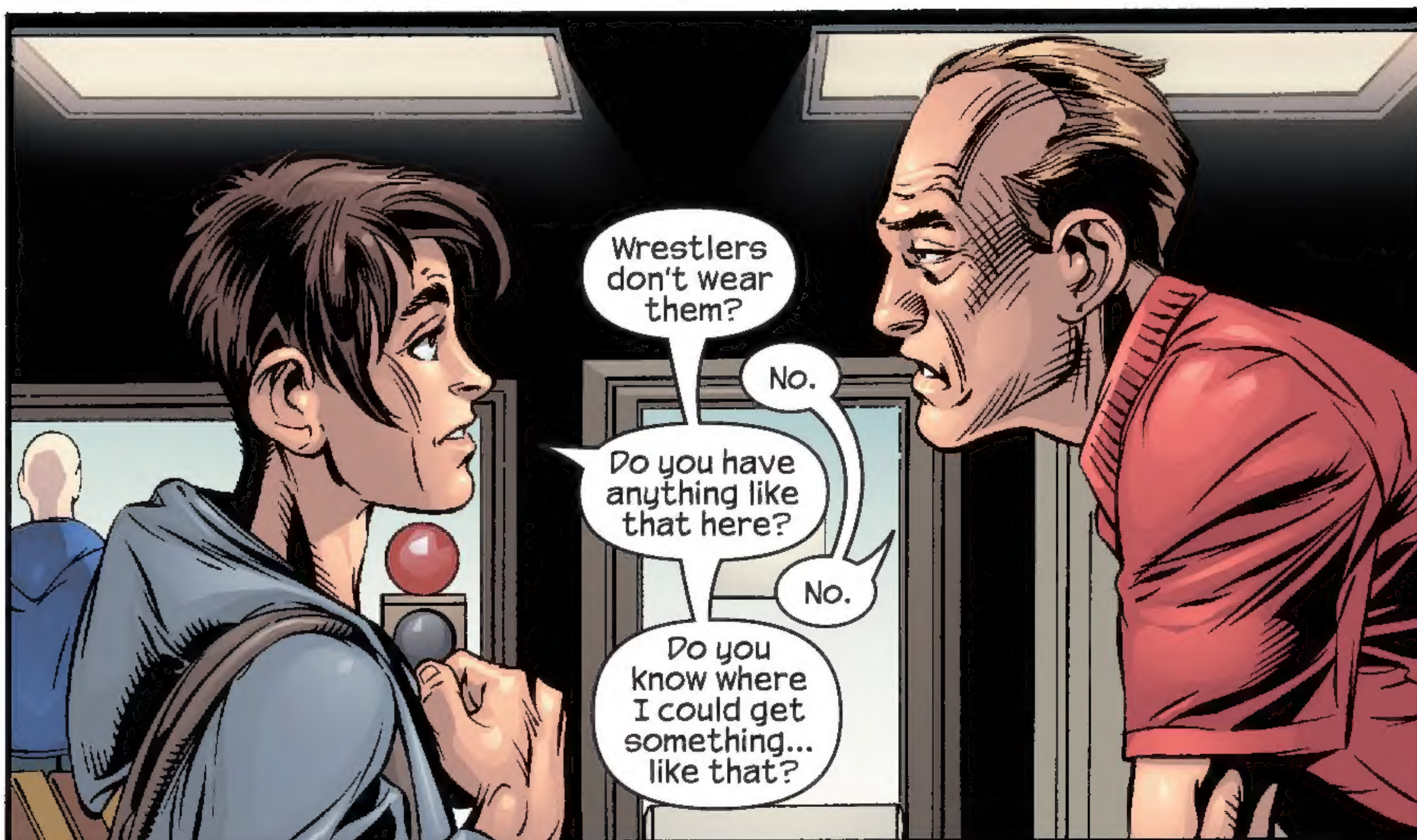
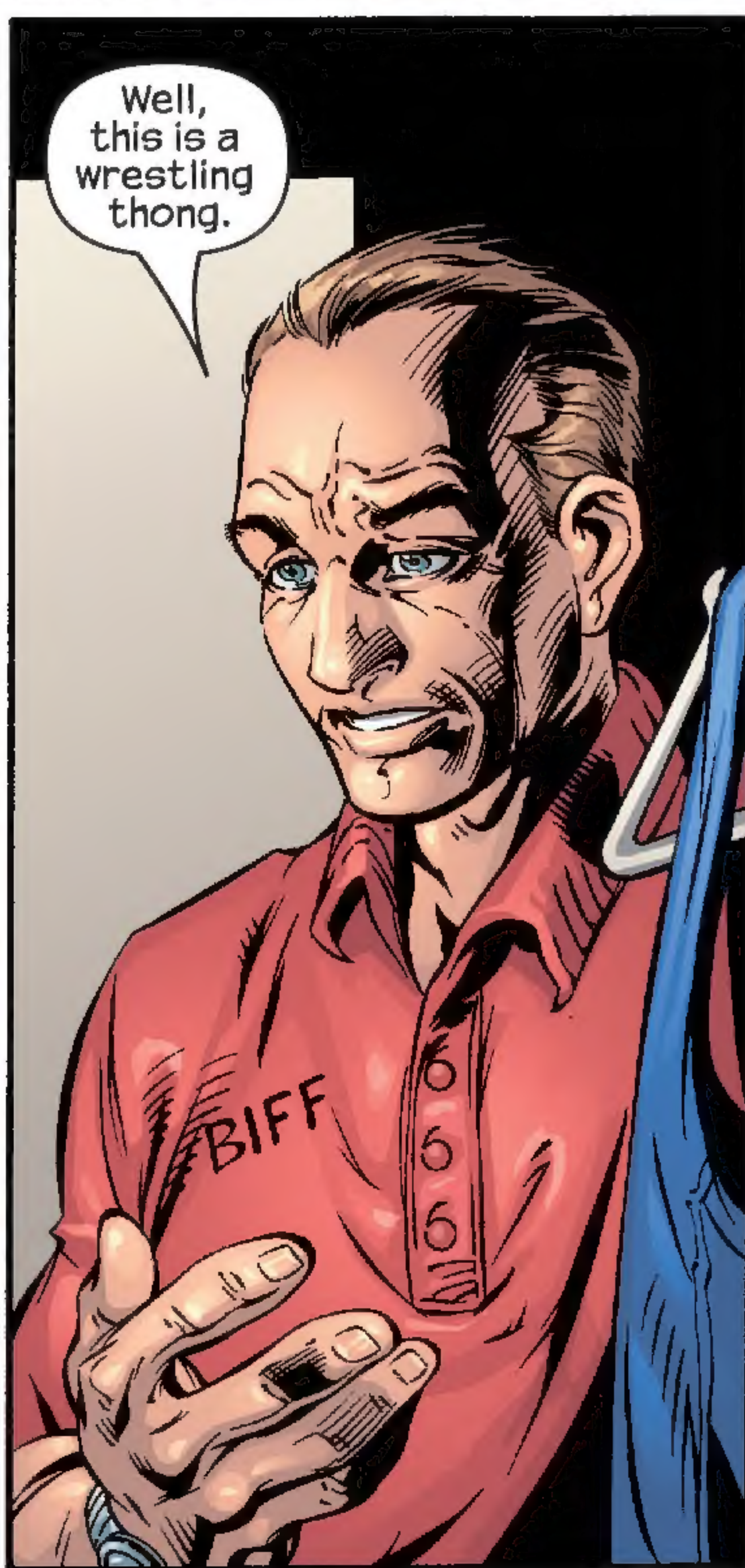
PREVIOUSLY...

Ever since Peter and Mary Jane broke off their relationship, their friendship has been non-existent.

To complicate Peter's life further, a misguided experiment turned Peter's childhood friend into a monster, and in a final battle, Peter had to resort to deadly force. Now, Peter is left with a guilty conscience and a ruined costume.









I have no costume.

I'm a super hero without a costume.

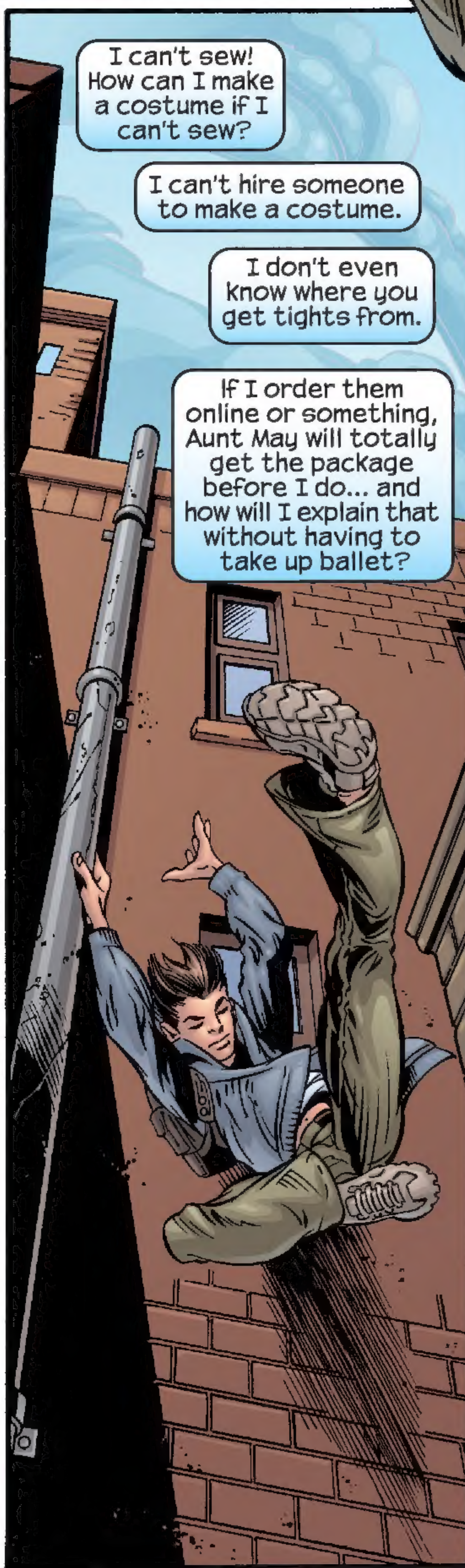
I don't even have a cool leather outfit that would pass for "costume-ish" in this more cynical world I live in.

And even if I did, short people shouldn't wear leather.

That must be a rule of life. And if it isn't, clearly it should be.



Another rule of life should be that teenage super heroes on a very fixed income should make a point of holding onto their costumes during elaborate fight sequences.



I can't sew! How can I make a costume if I can't sew?

I can't hire someone to make a costume.

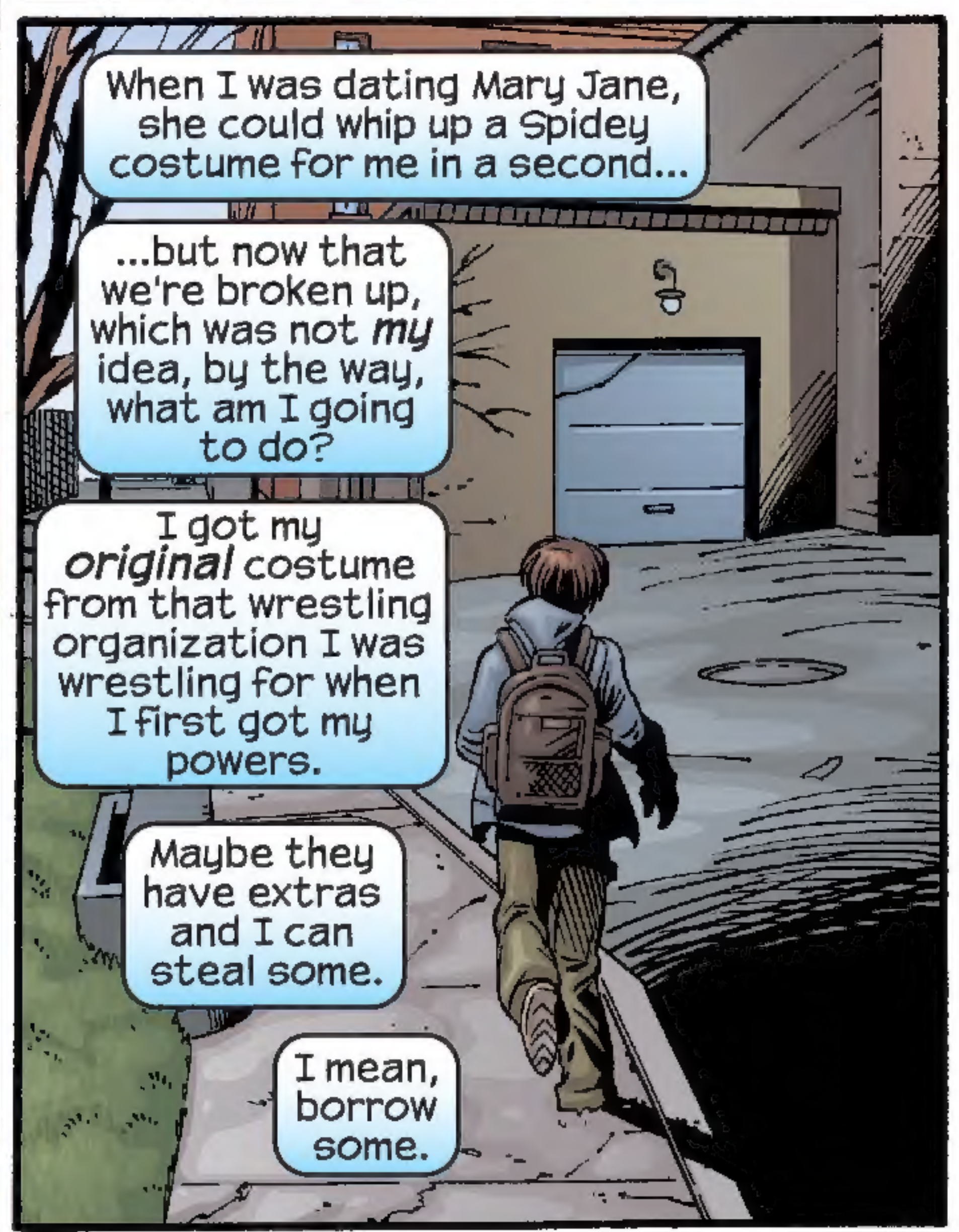
I don't even know where you get tights from.

If I order them online or something, Aunt May will totally get the package before I do... and how will I explain that without having to take up ballet?



And who even knows if they'll fit if I buy them online?

It's one thing if everyone thinks I'm a jewel-heisting, mutant murderer... but I *draw the line* at ill-fit and schlubby.



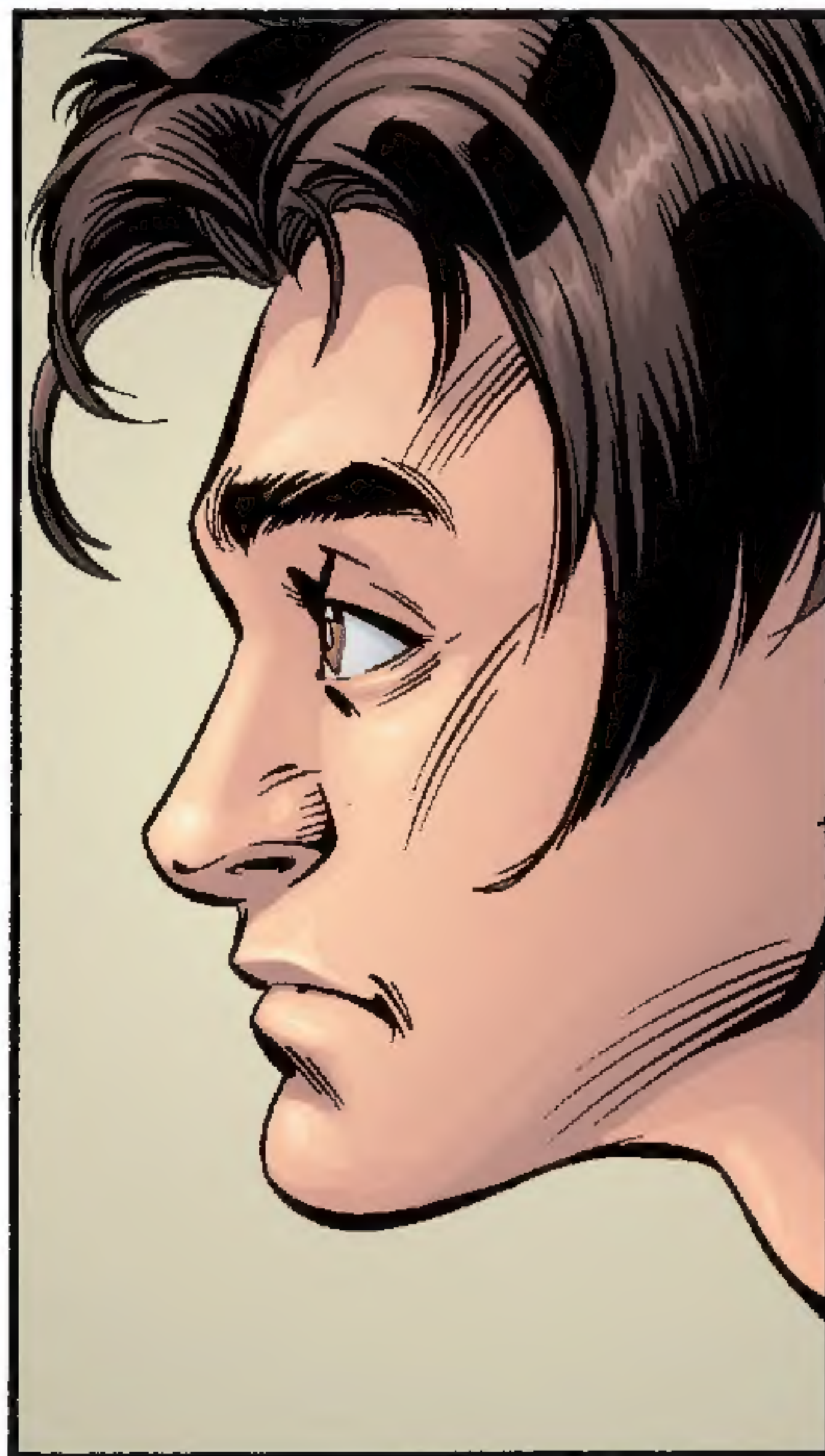
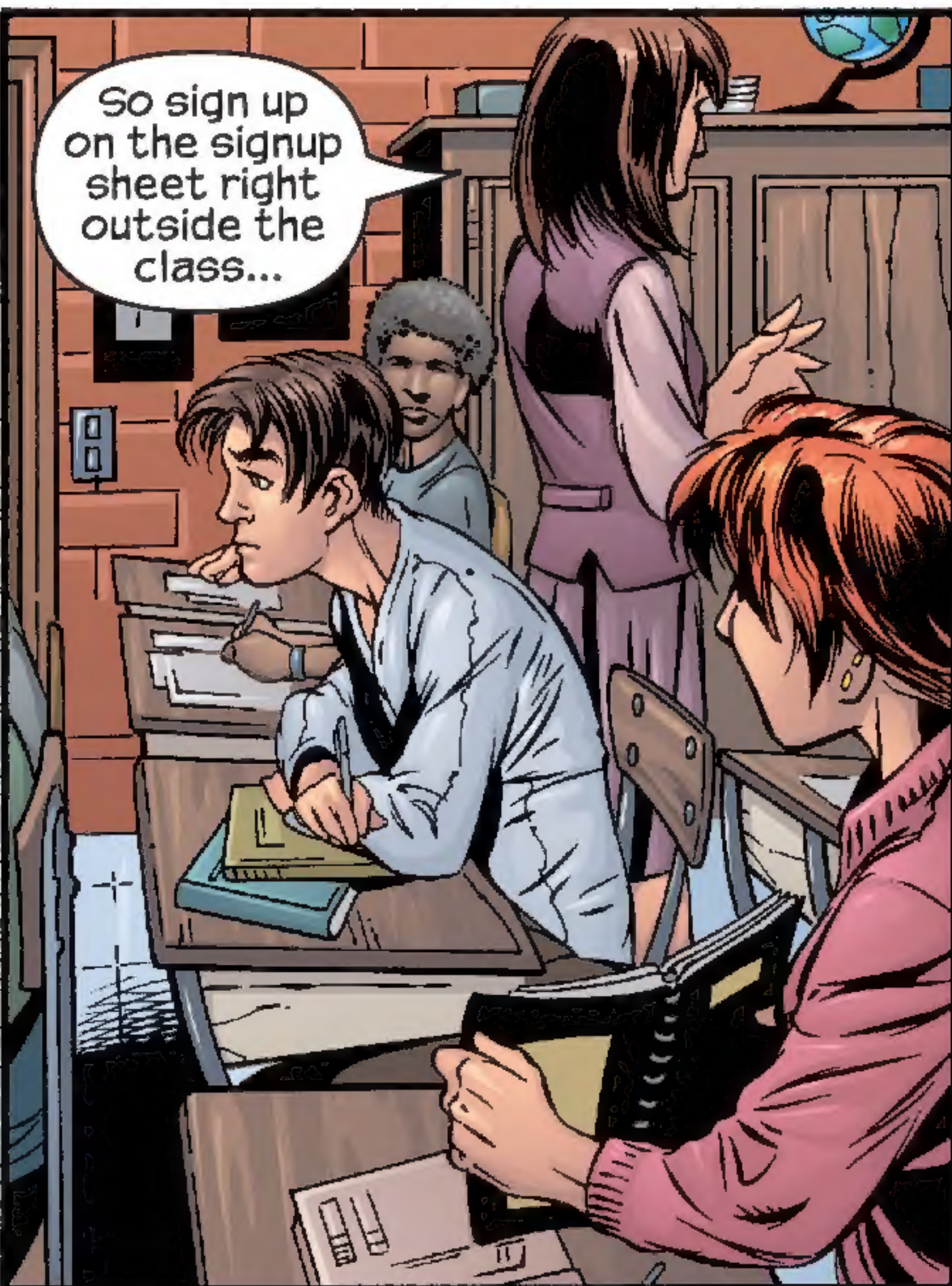
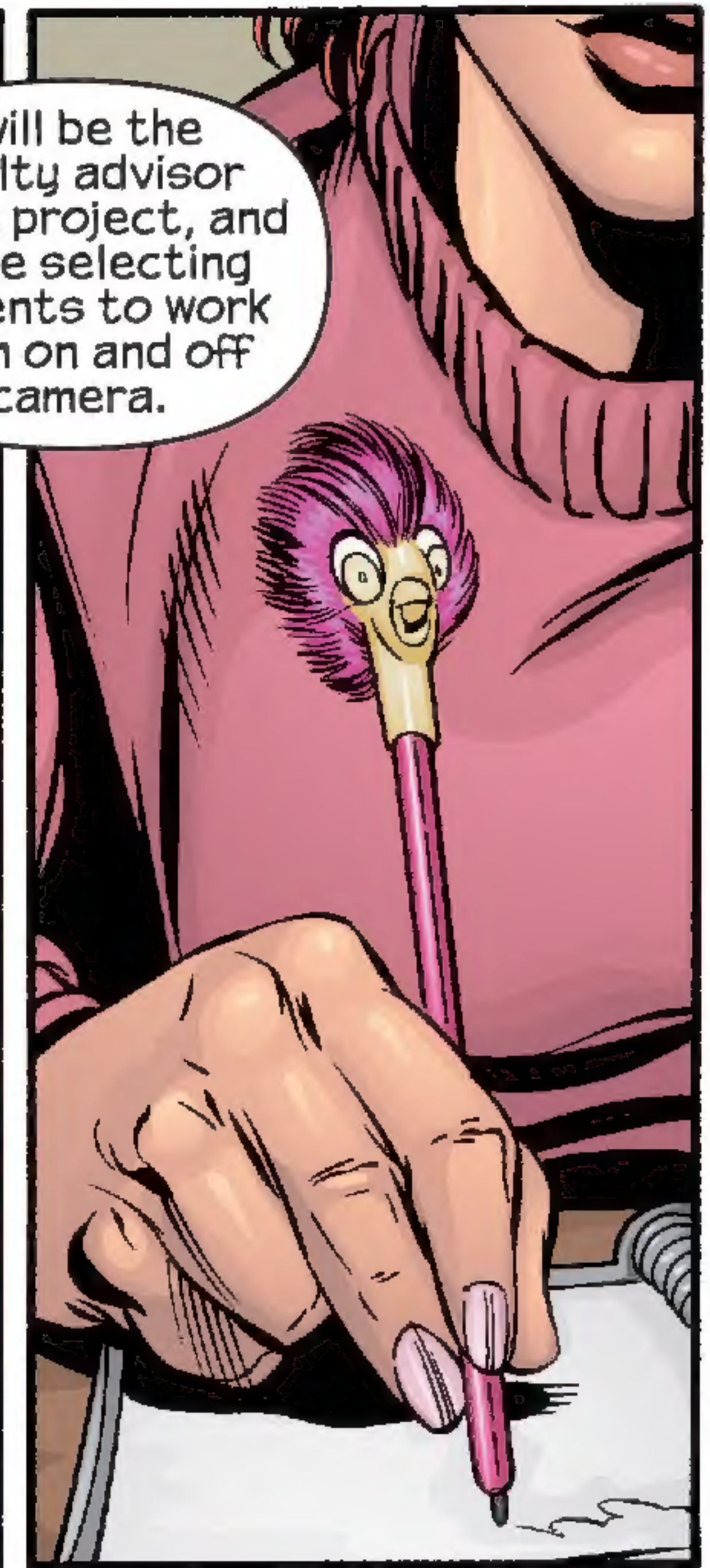
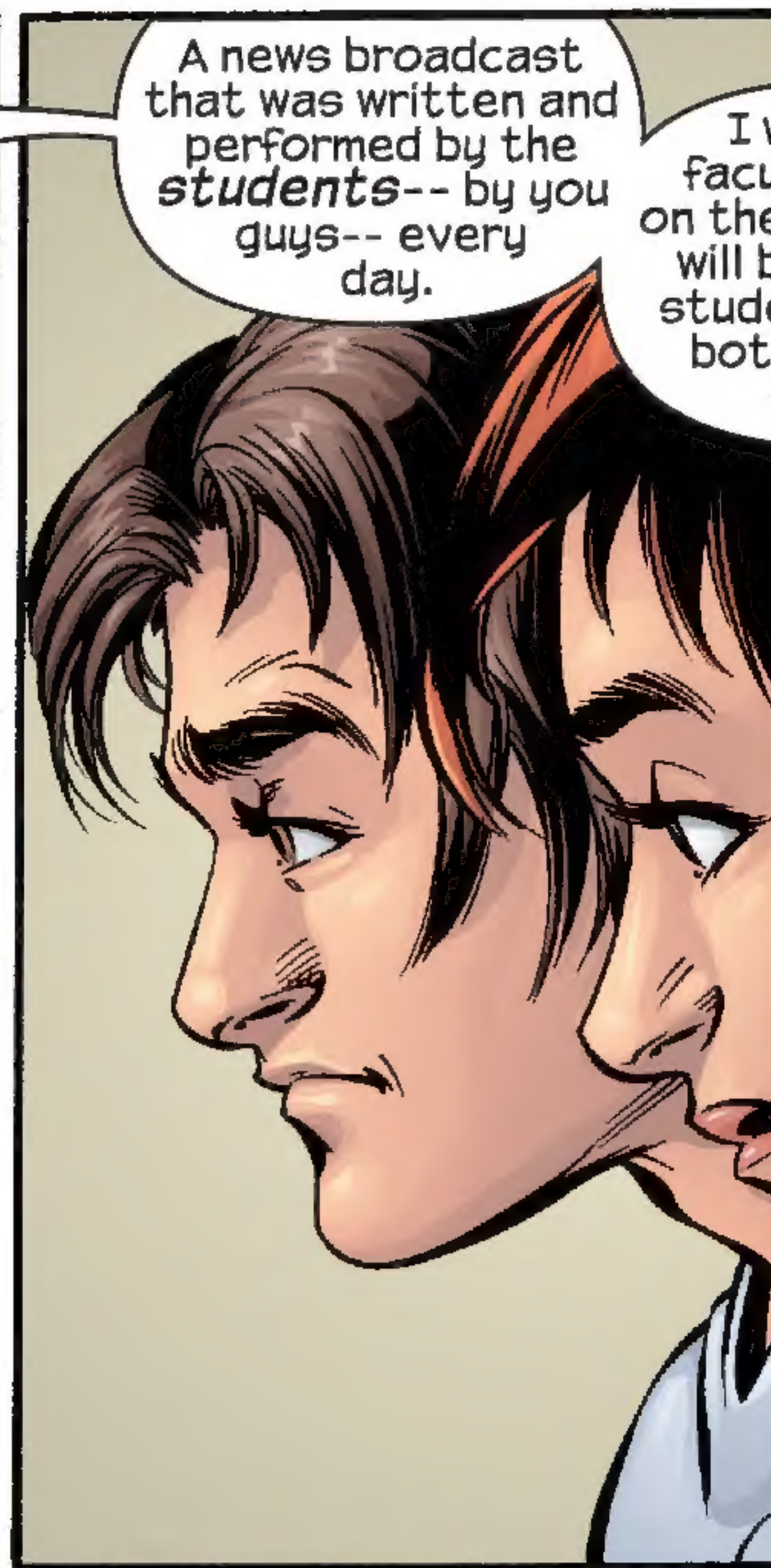
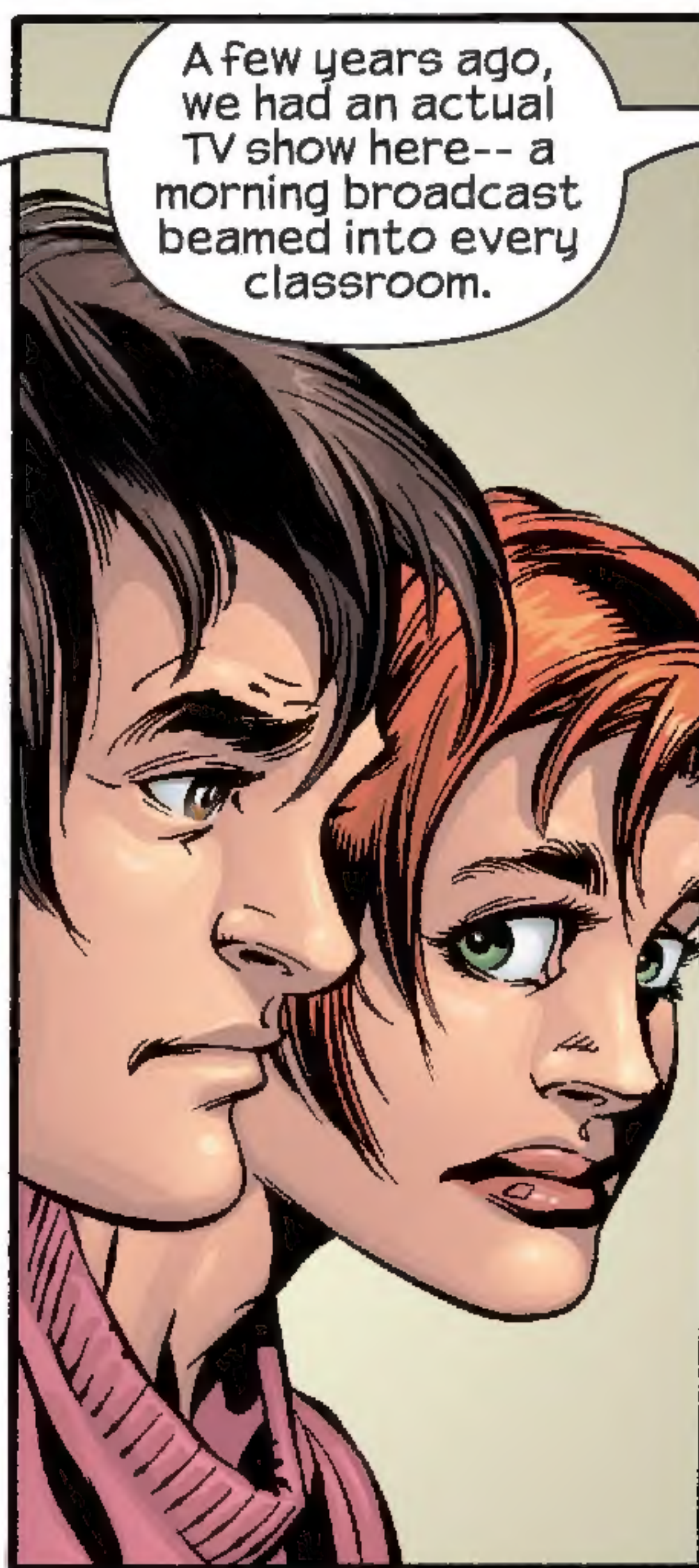
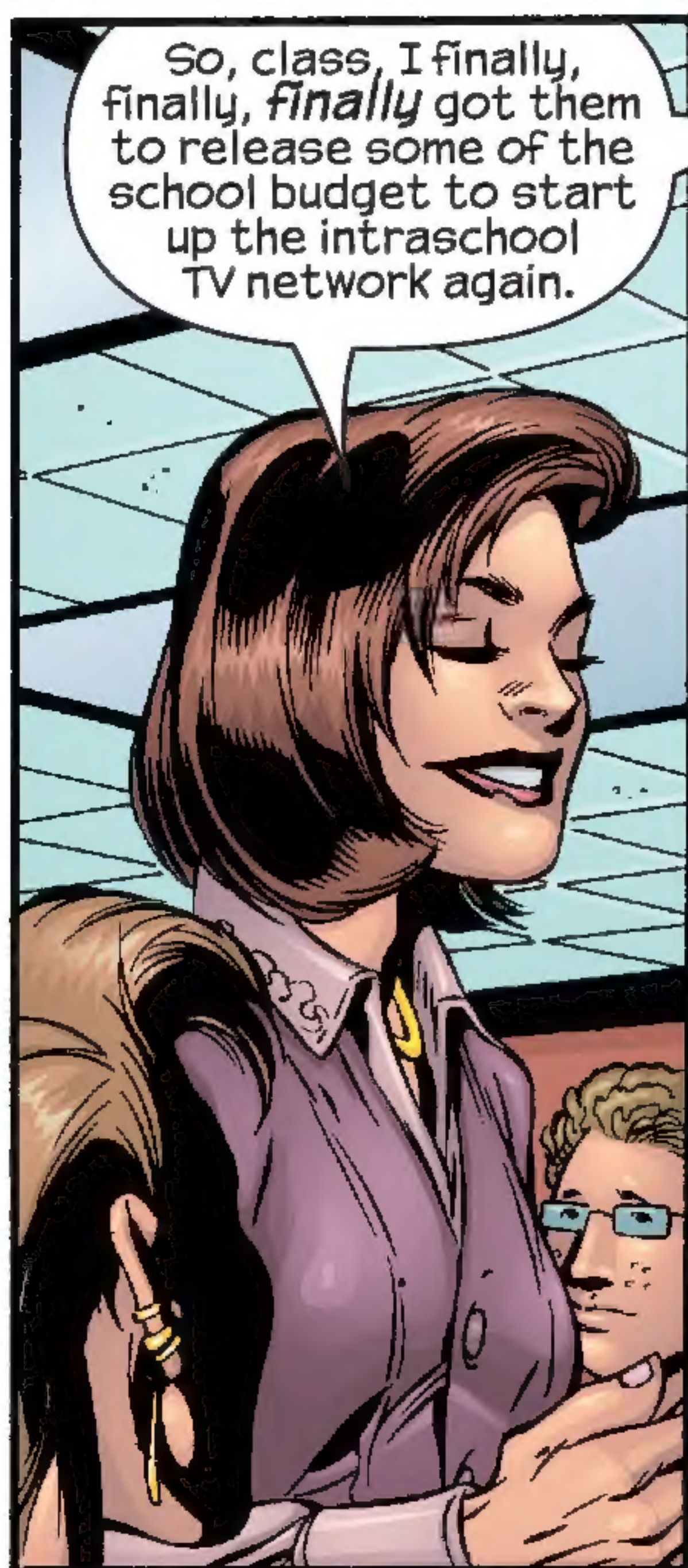
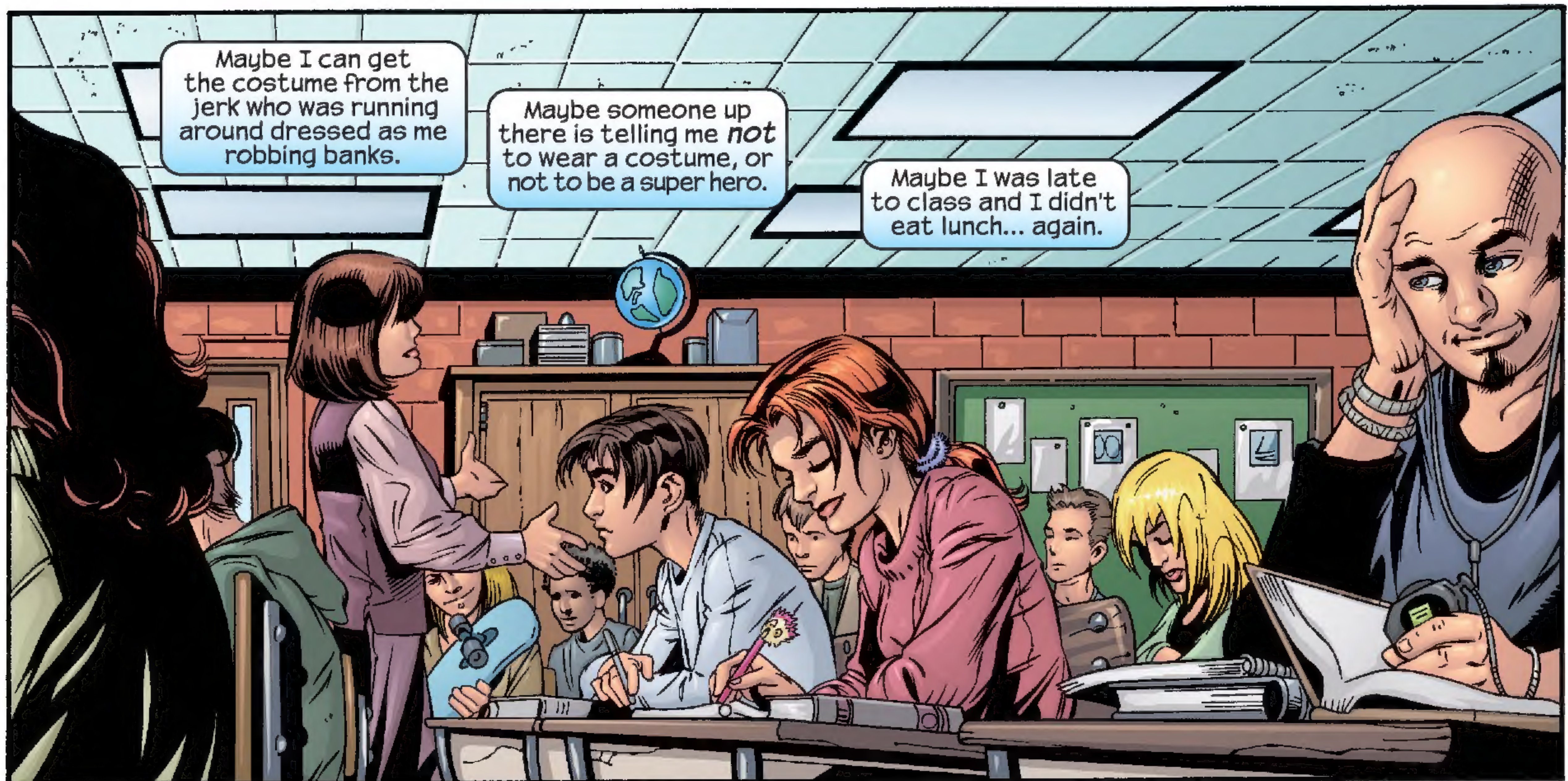
When I was dating Mary Jane, she could whip up a Spidey costume for me in a second...

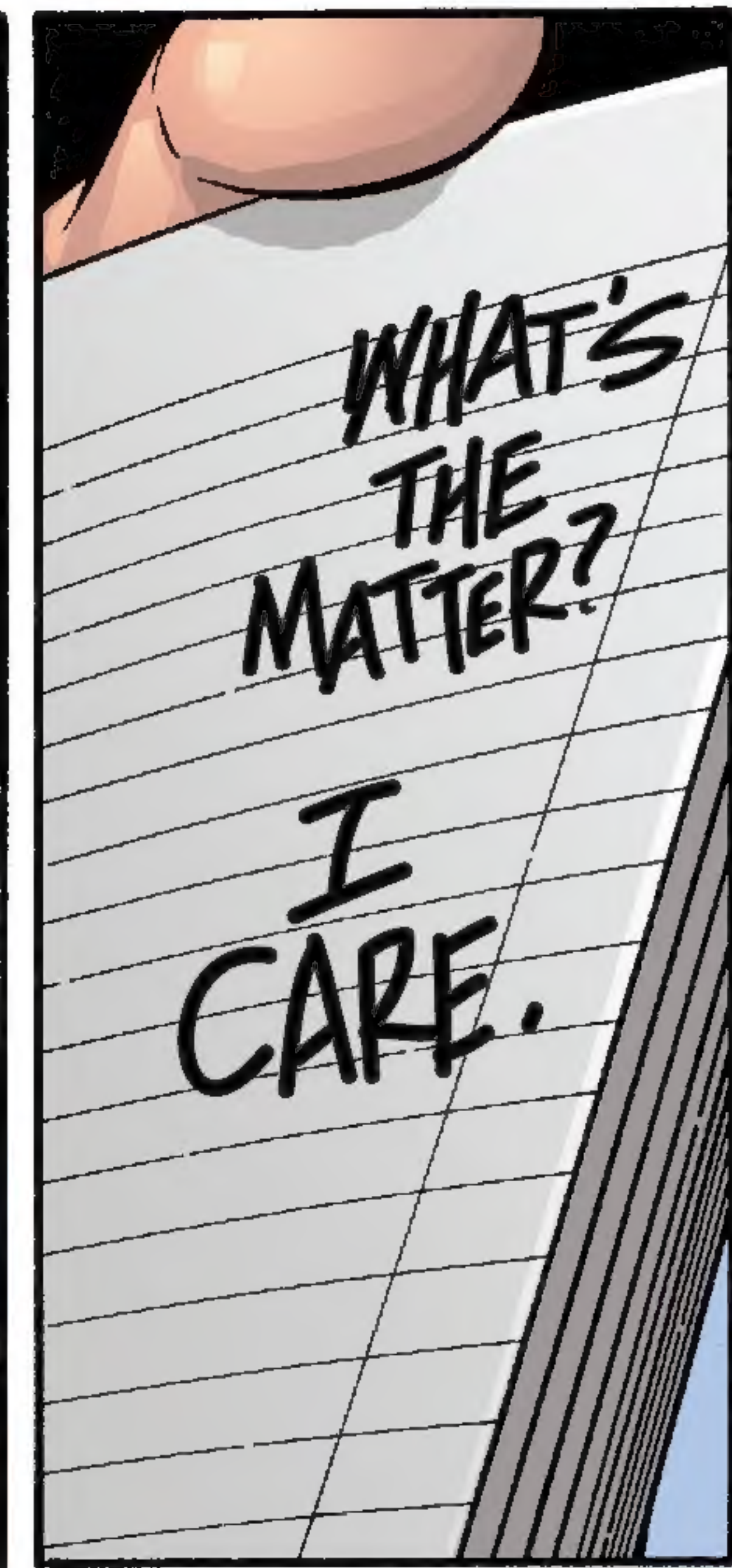
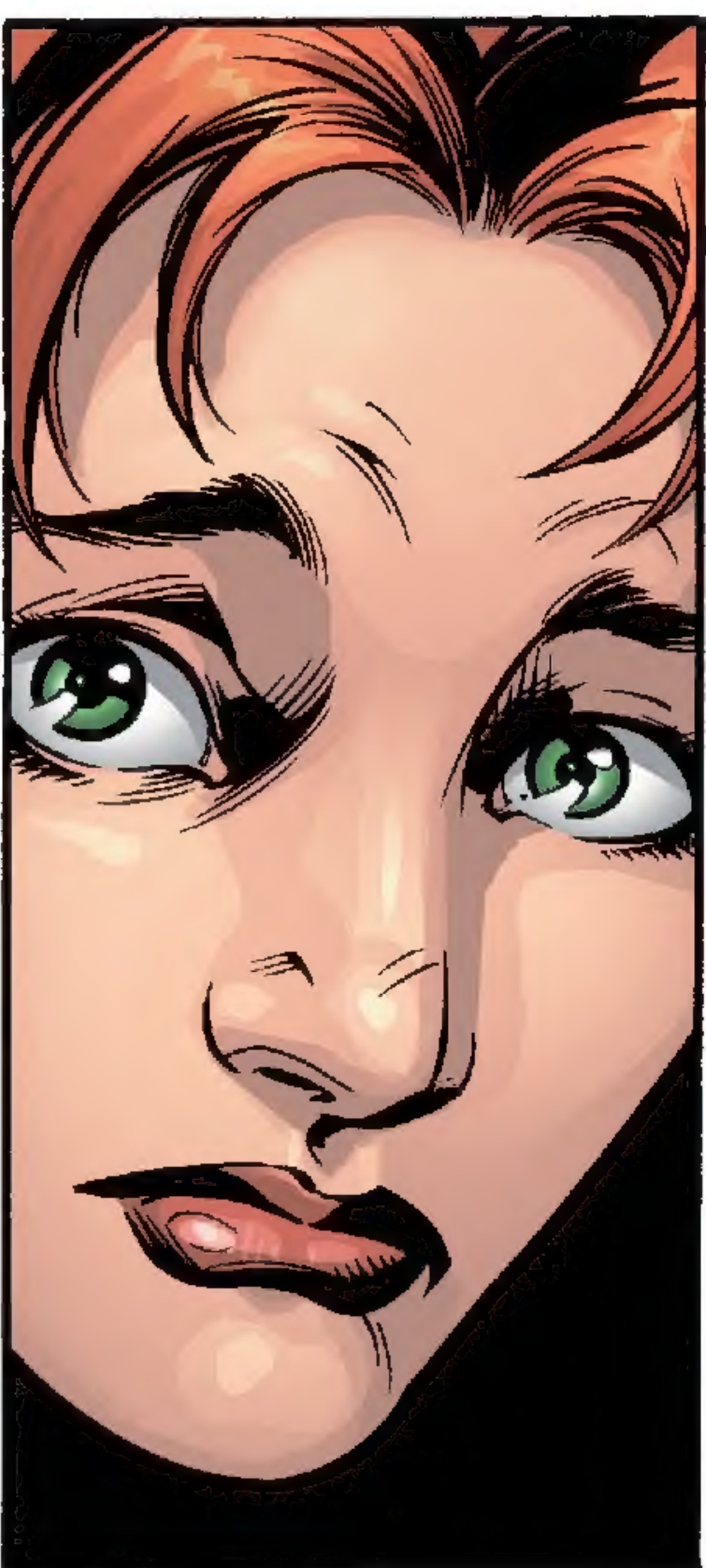
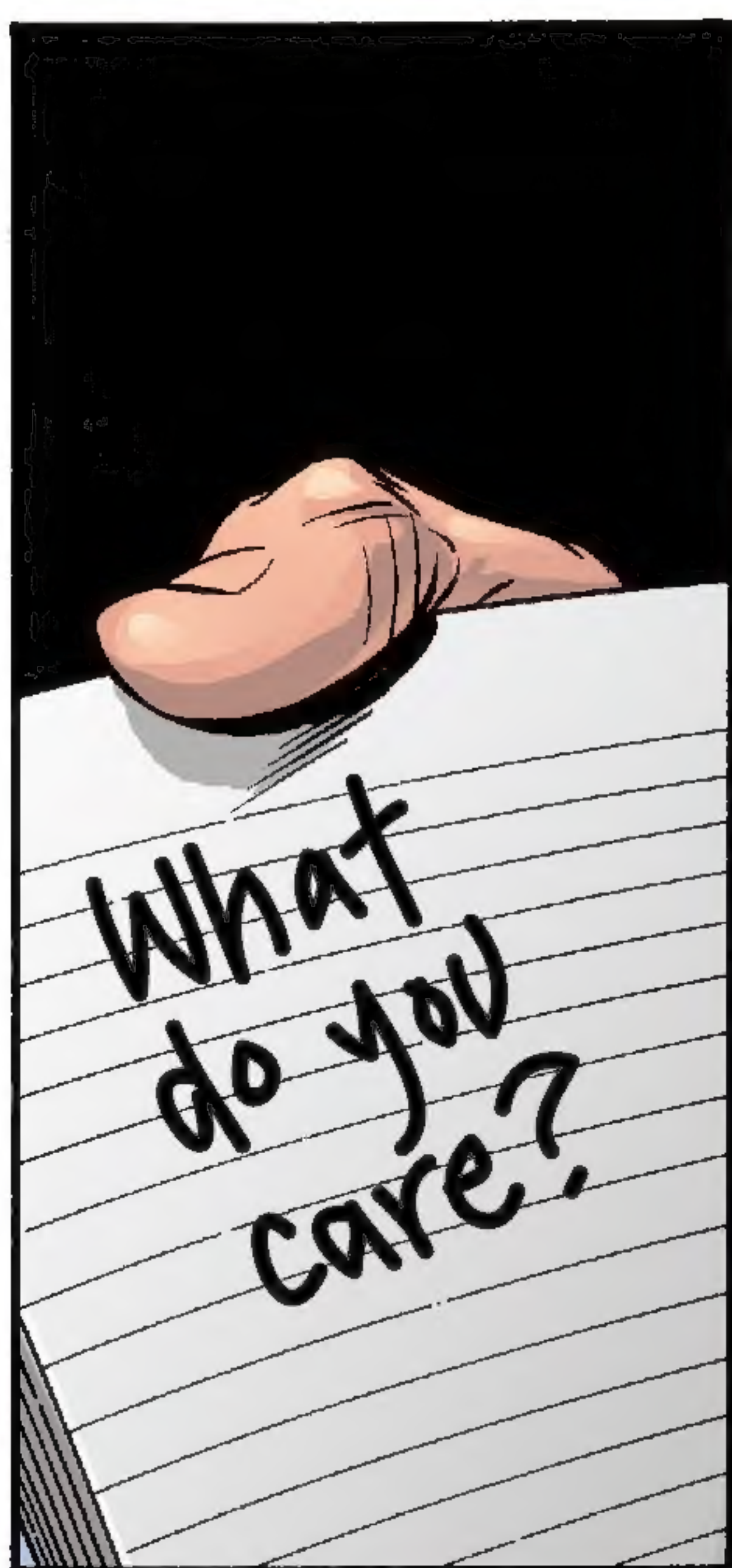
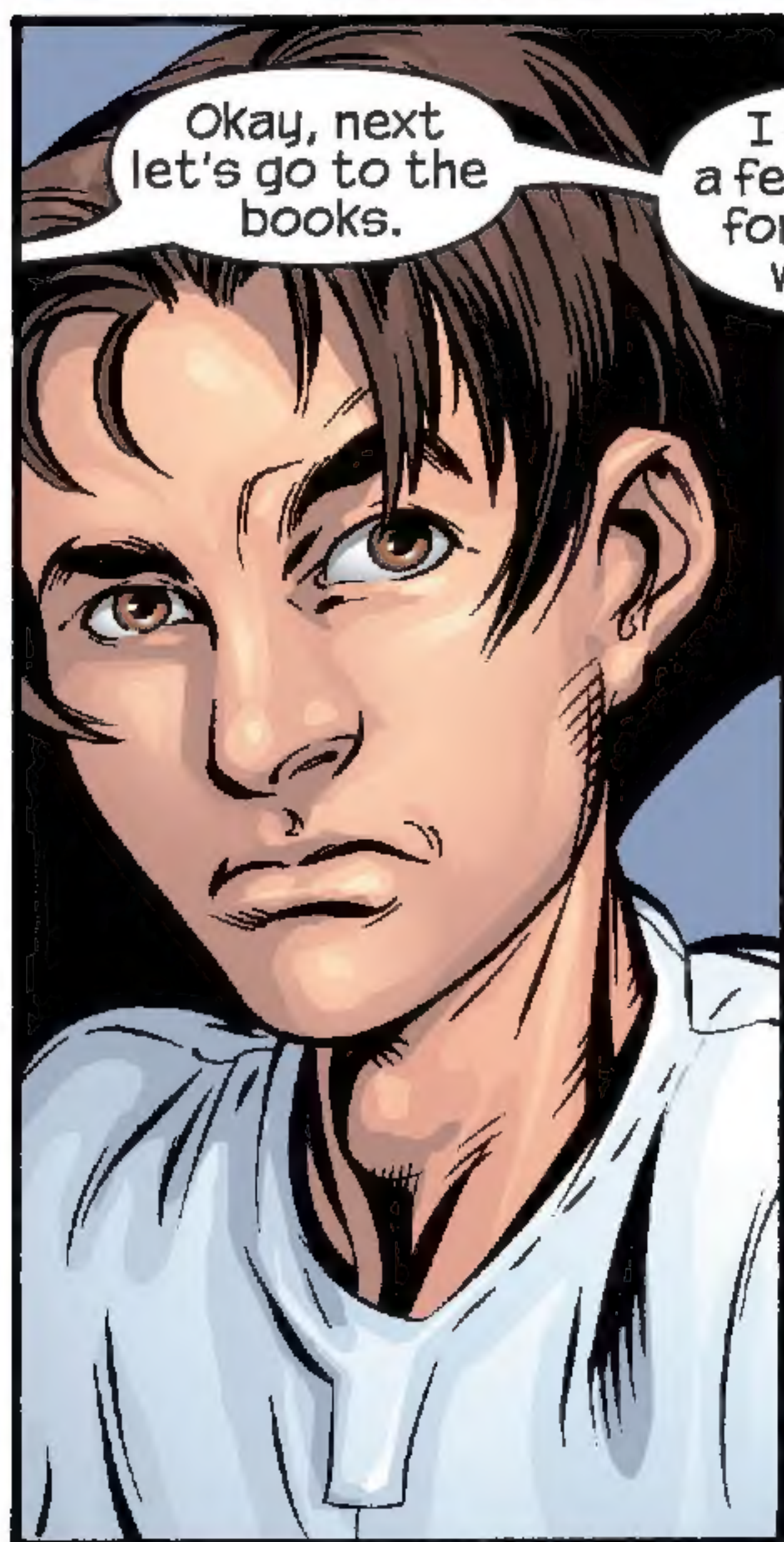
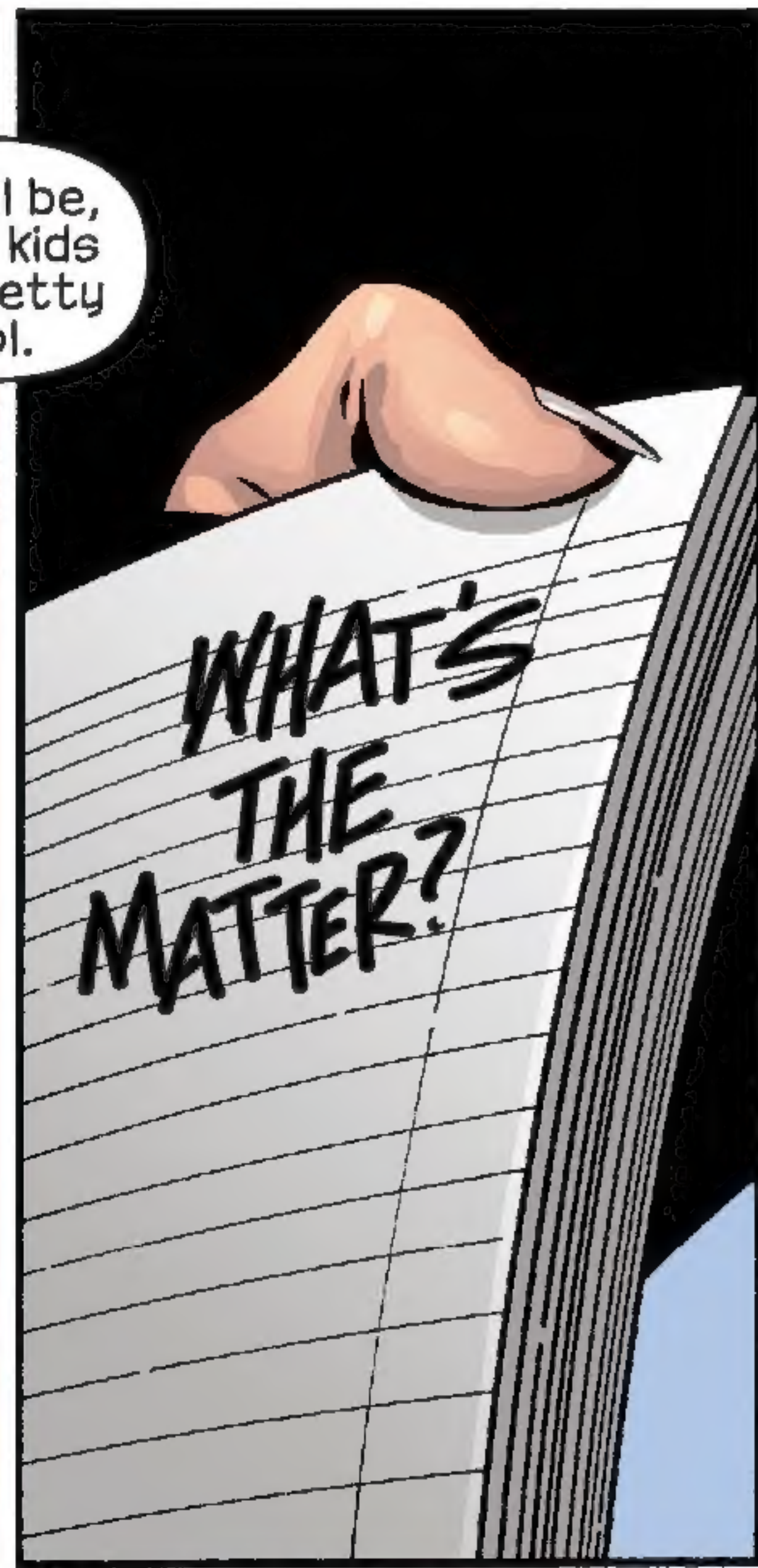
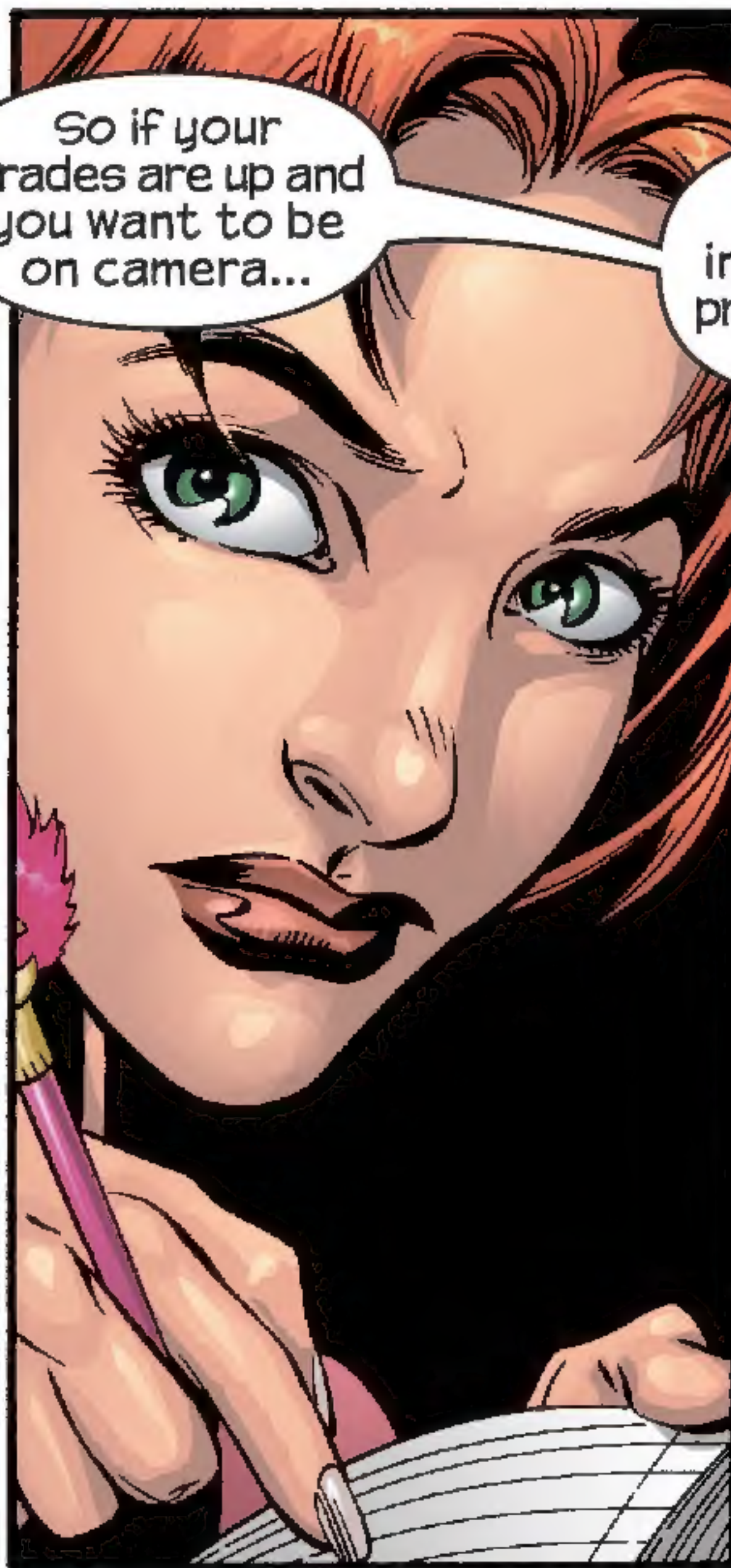
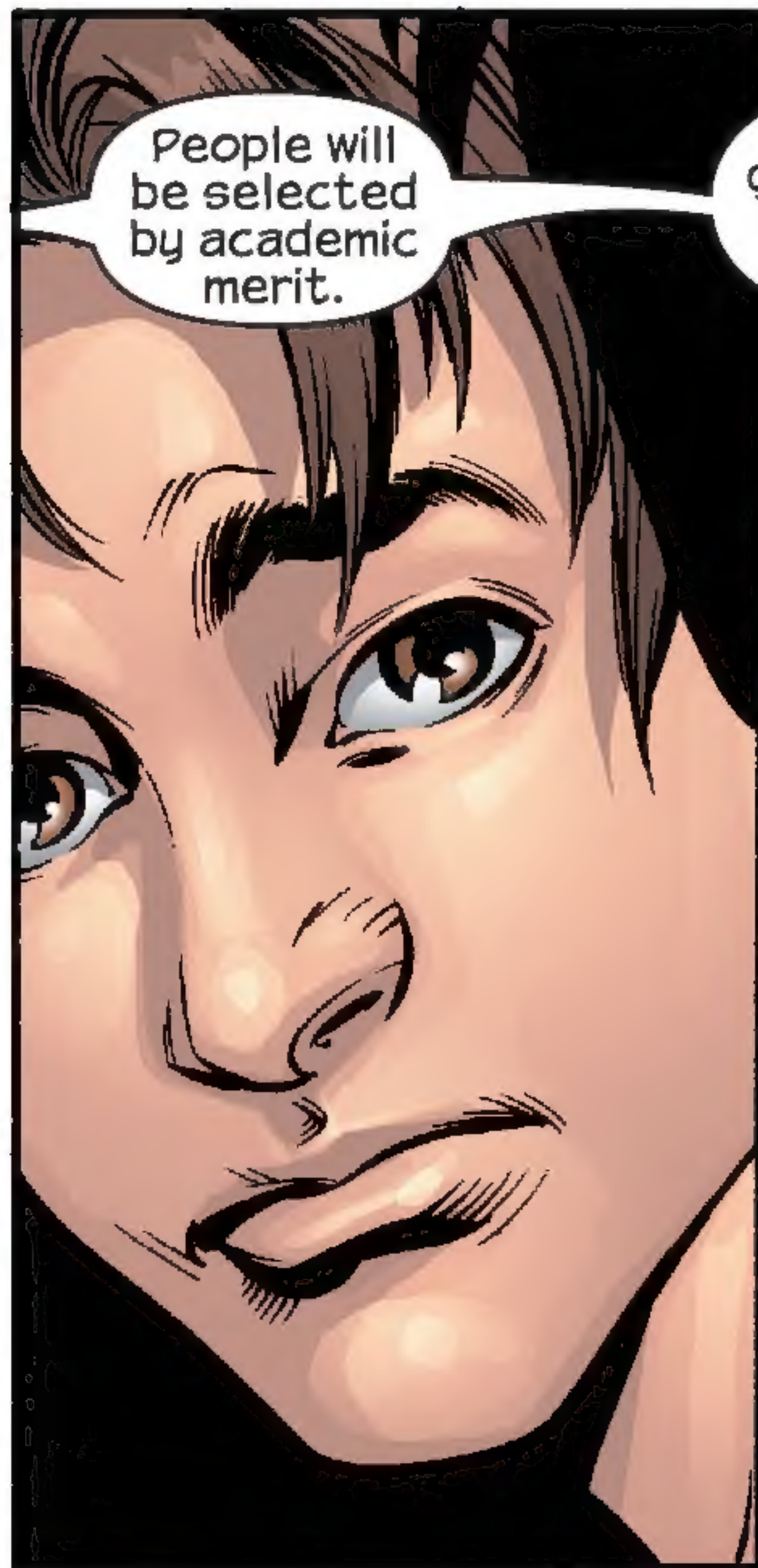
...but now that we're broken up, which was not *my* idea, by the way, what am I going to do?

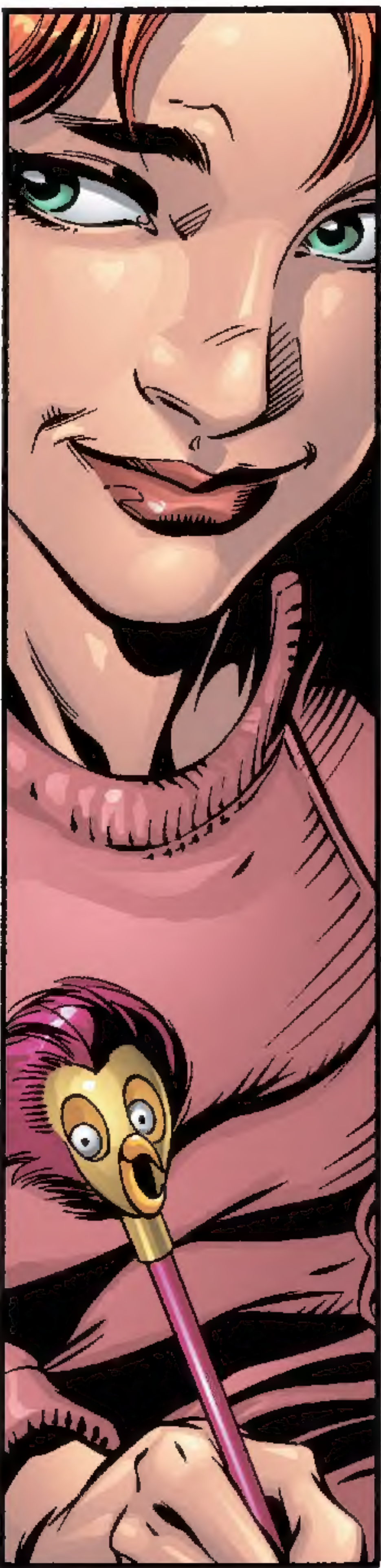
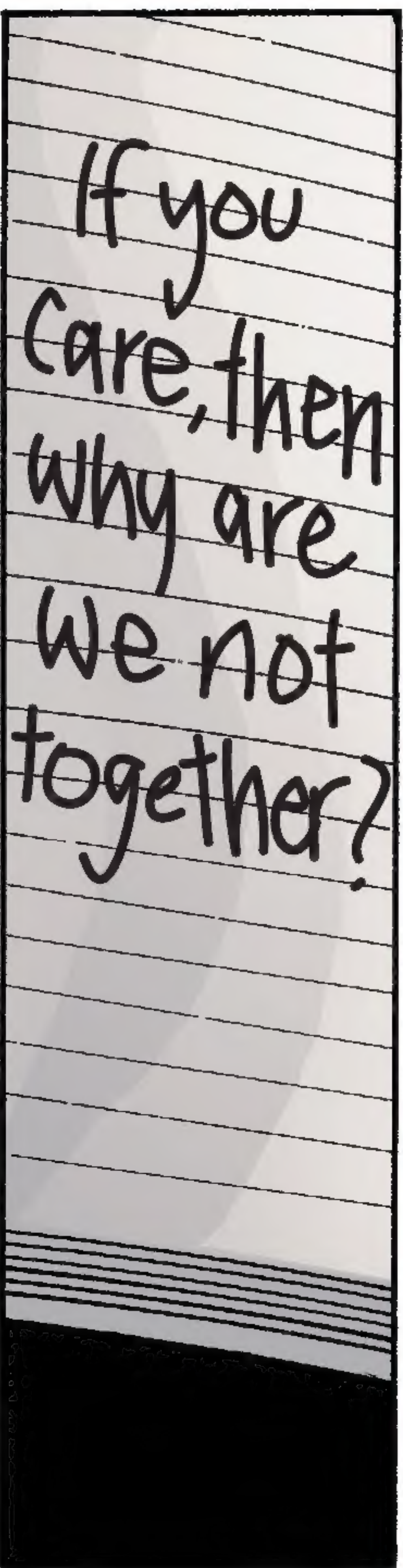
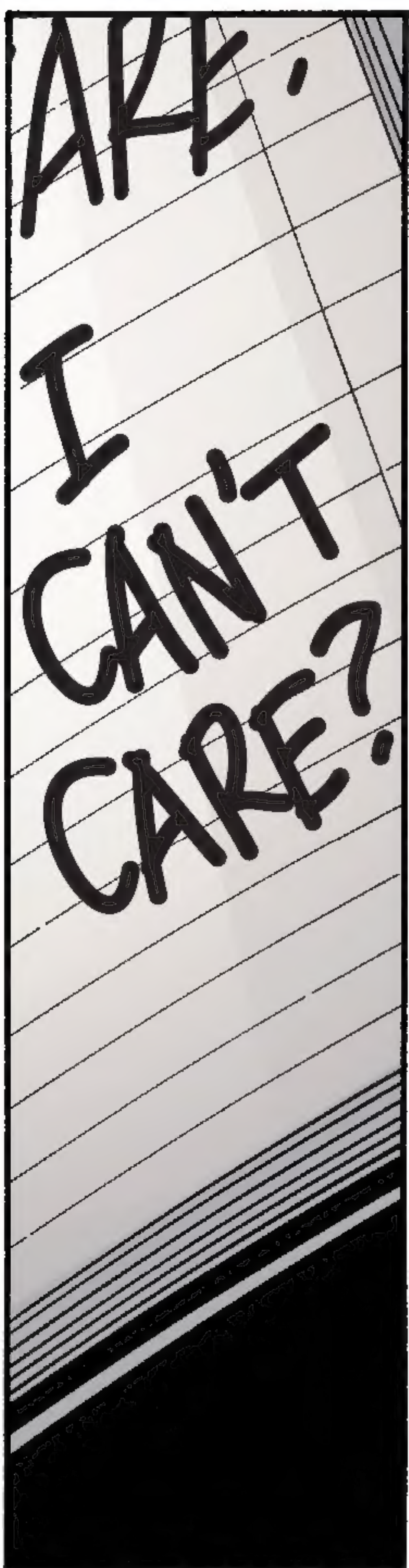
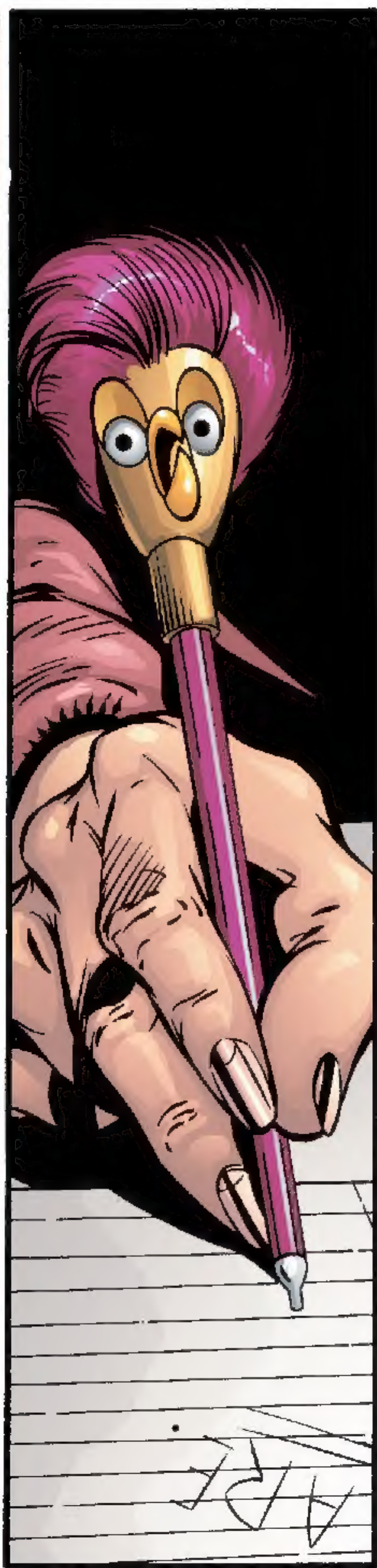
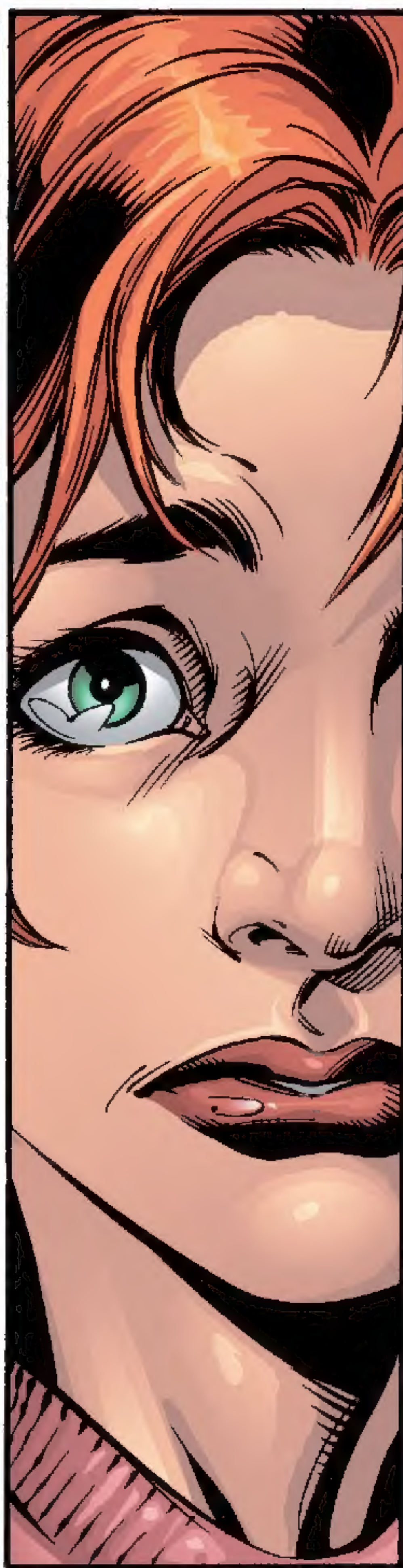
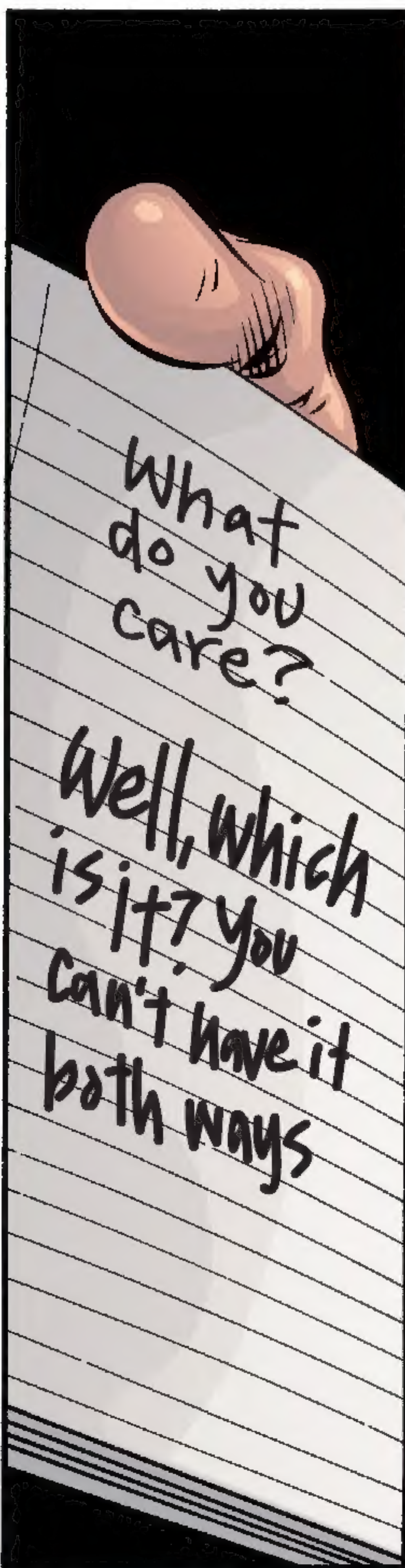
I got my *original* costume from that wrestling organization I was wrestling for when I first got my powers.

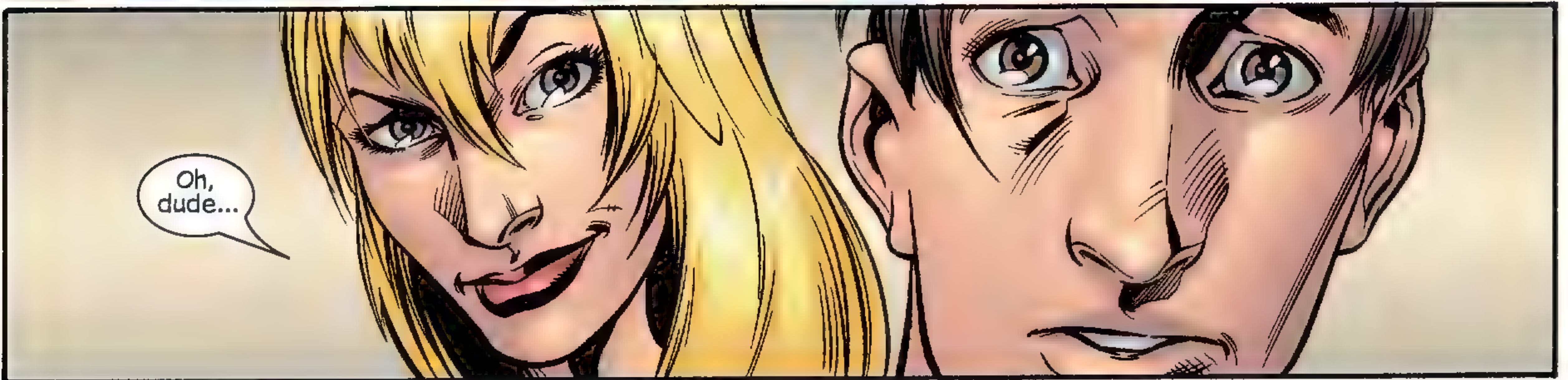
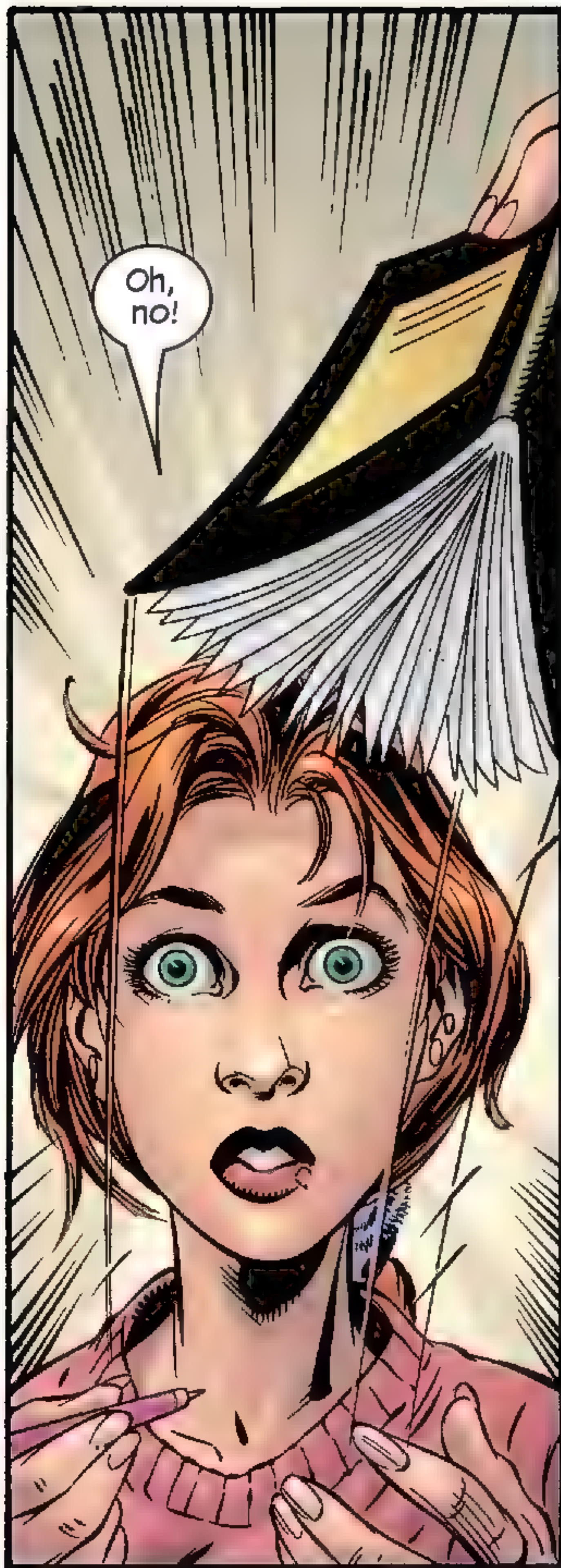
Maybe they have extras and I can steal some.

I mean, borrow some.











Full Force Wrestling Corporation, what can I do for ya?



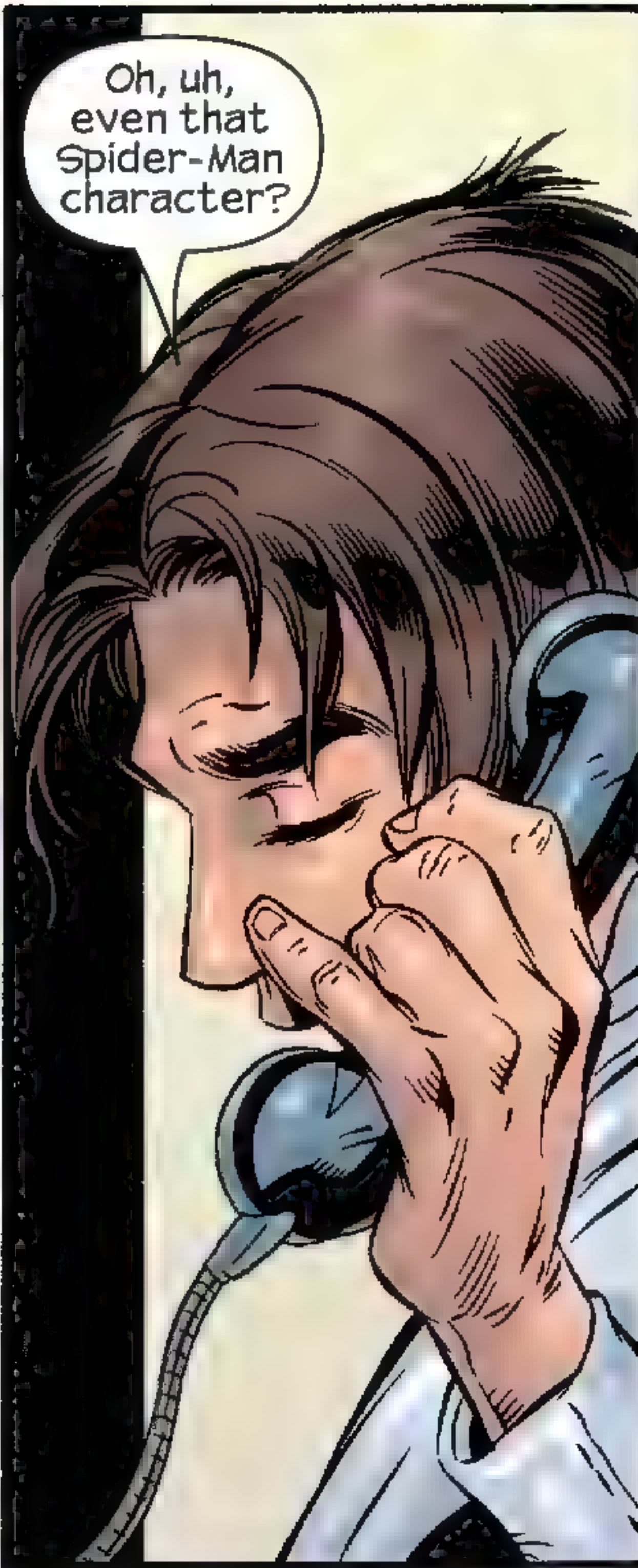
Yeah, uh, hi. I'm from Hasbro.

The, uh, toy company...

And we are strongly considering making a toy line based on your colorful wrestling characters.



We already got a merchandising deal with Toy Biz.



Oh, uh, even that Spider-Man character?



Spider-Man?! What was that-- forty years ago?!

Nah, that was a one-time deal.

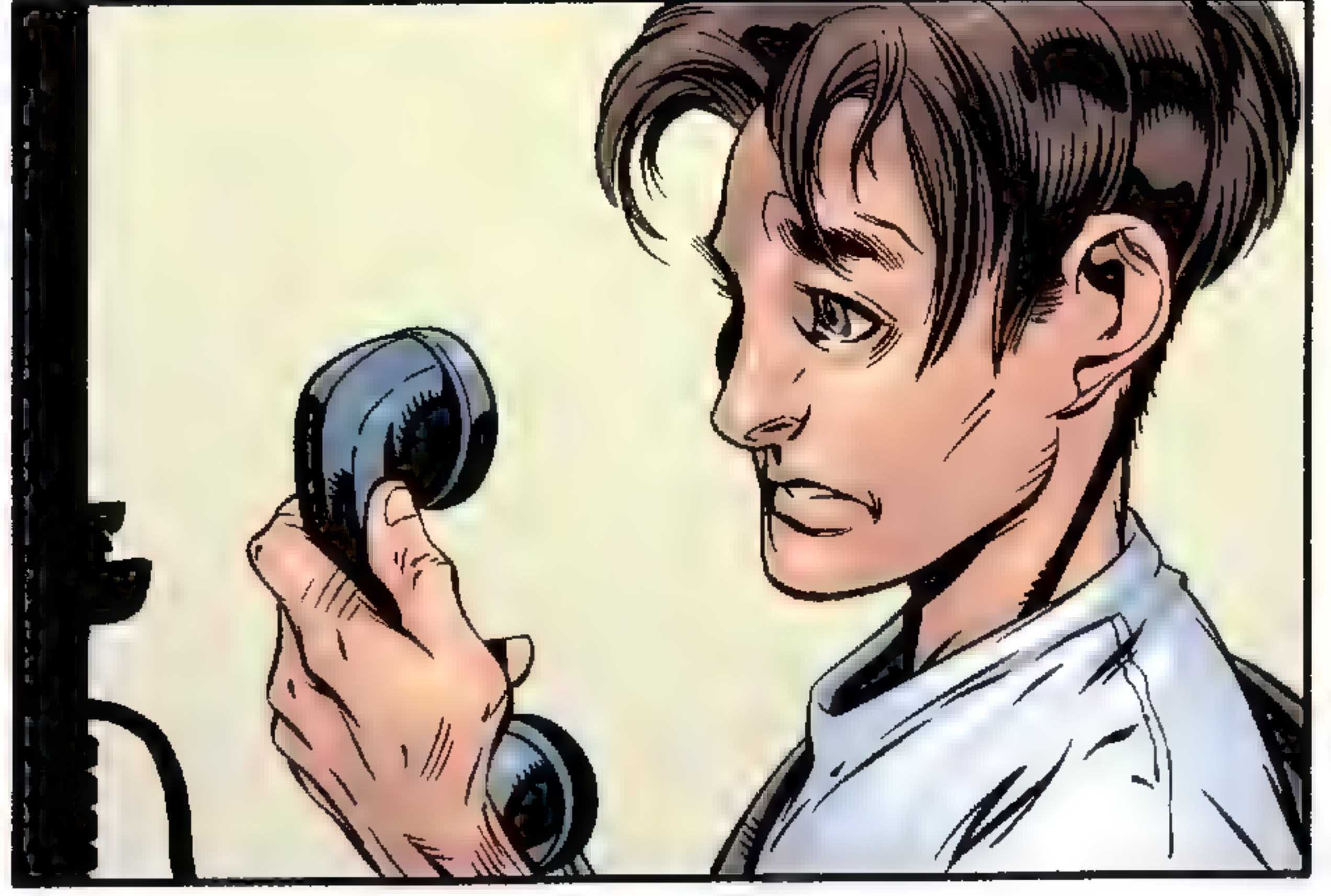
We don't represent that guy.



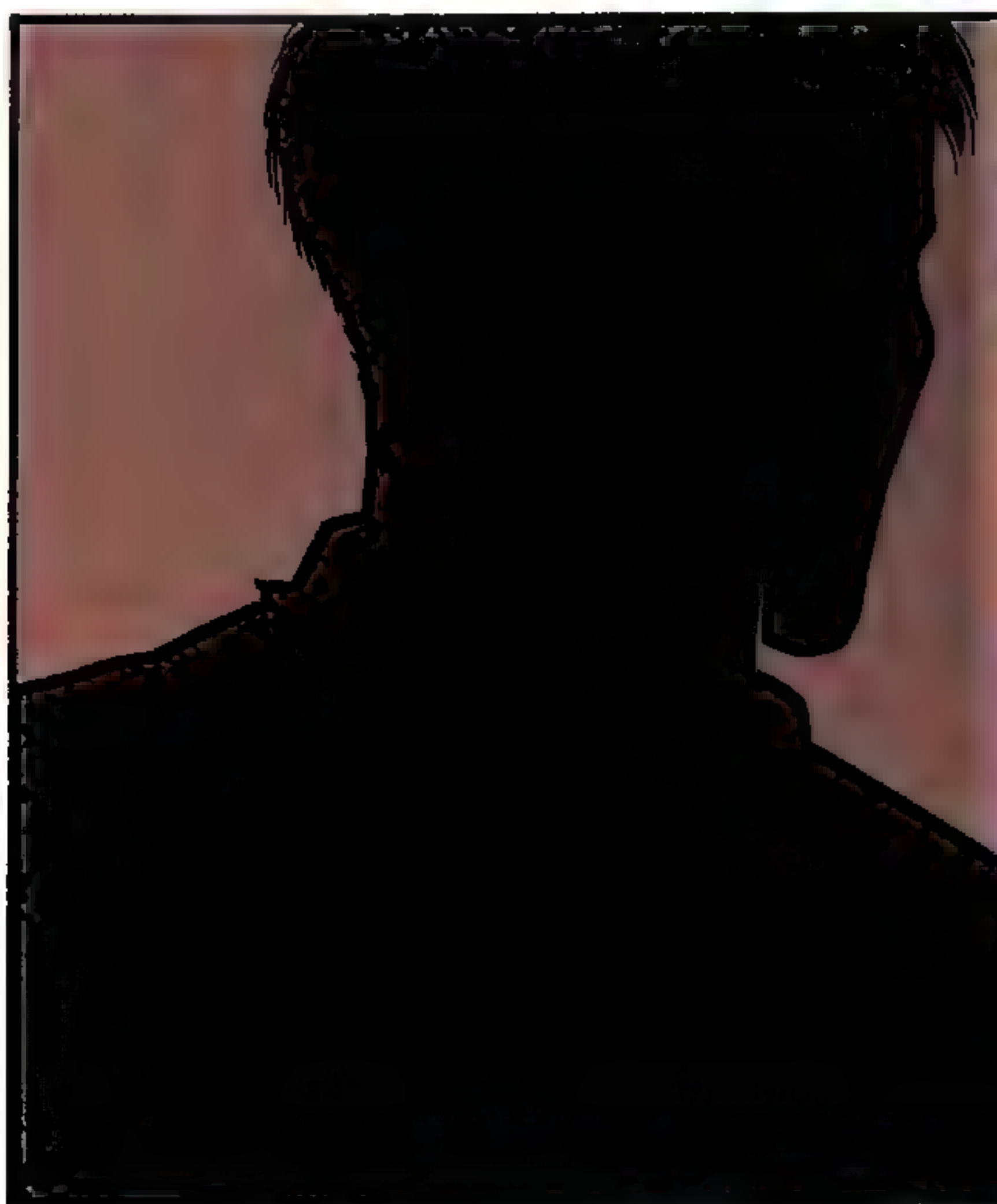
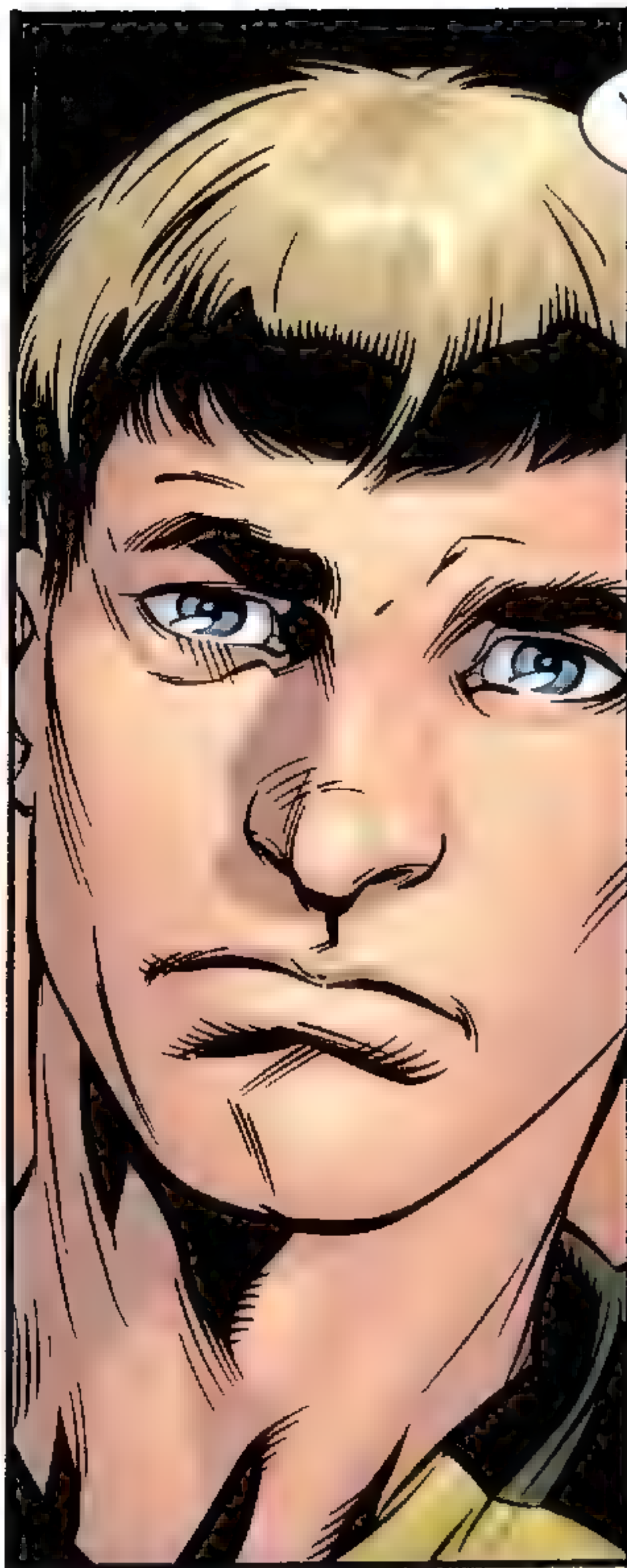
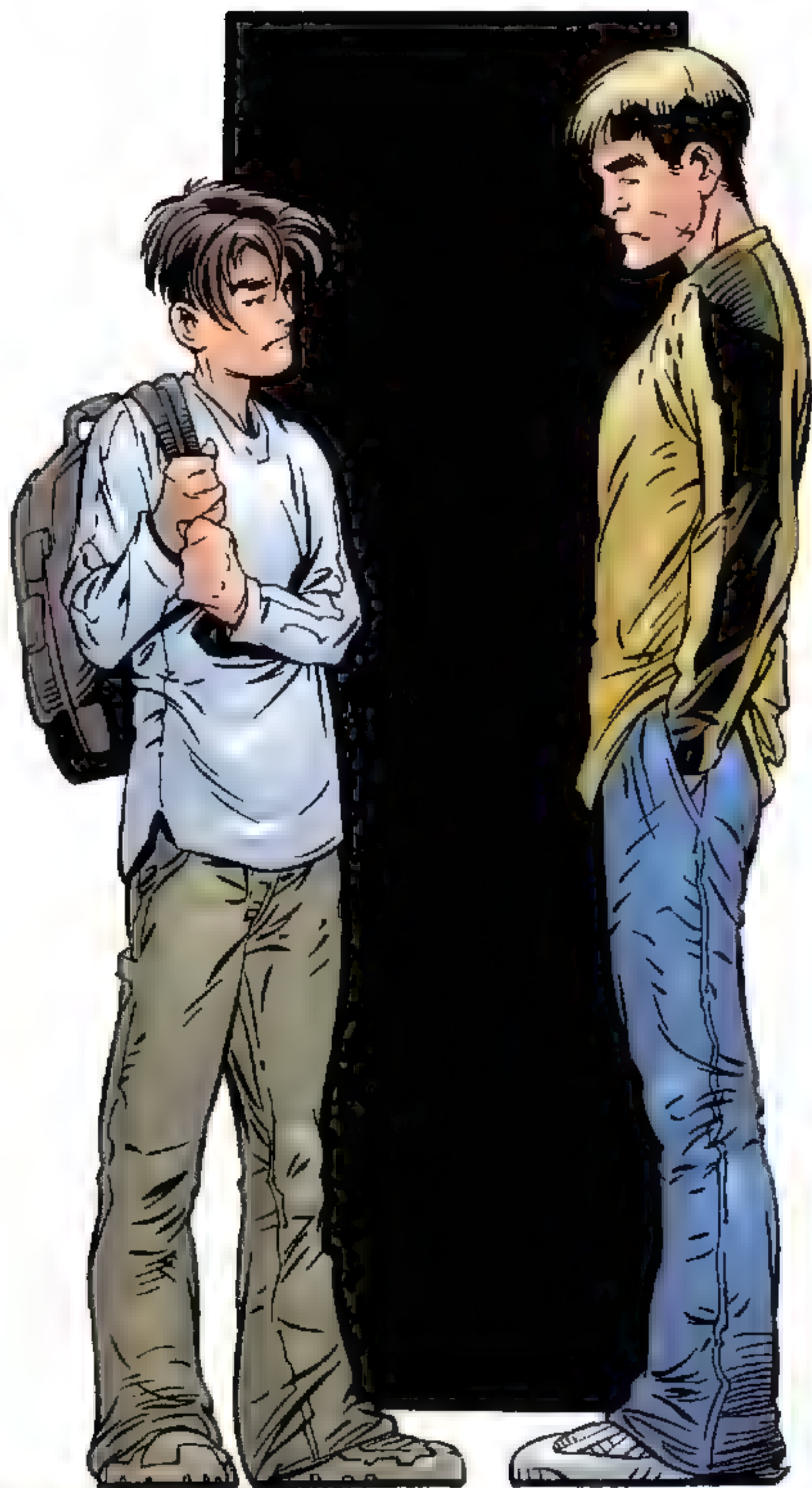
That was an interesting outfit he wore.

Uh, okay.

Where did you get it? Did you have it custom-made, or...?









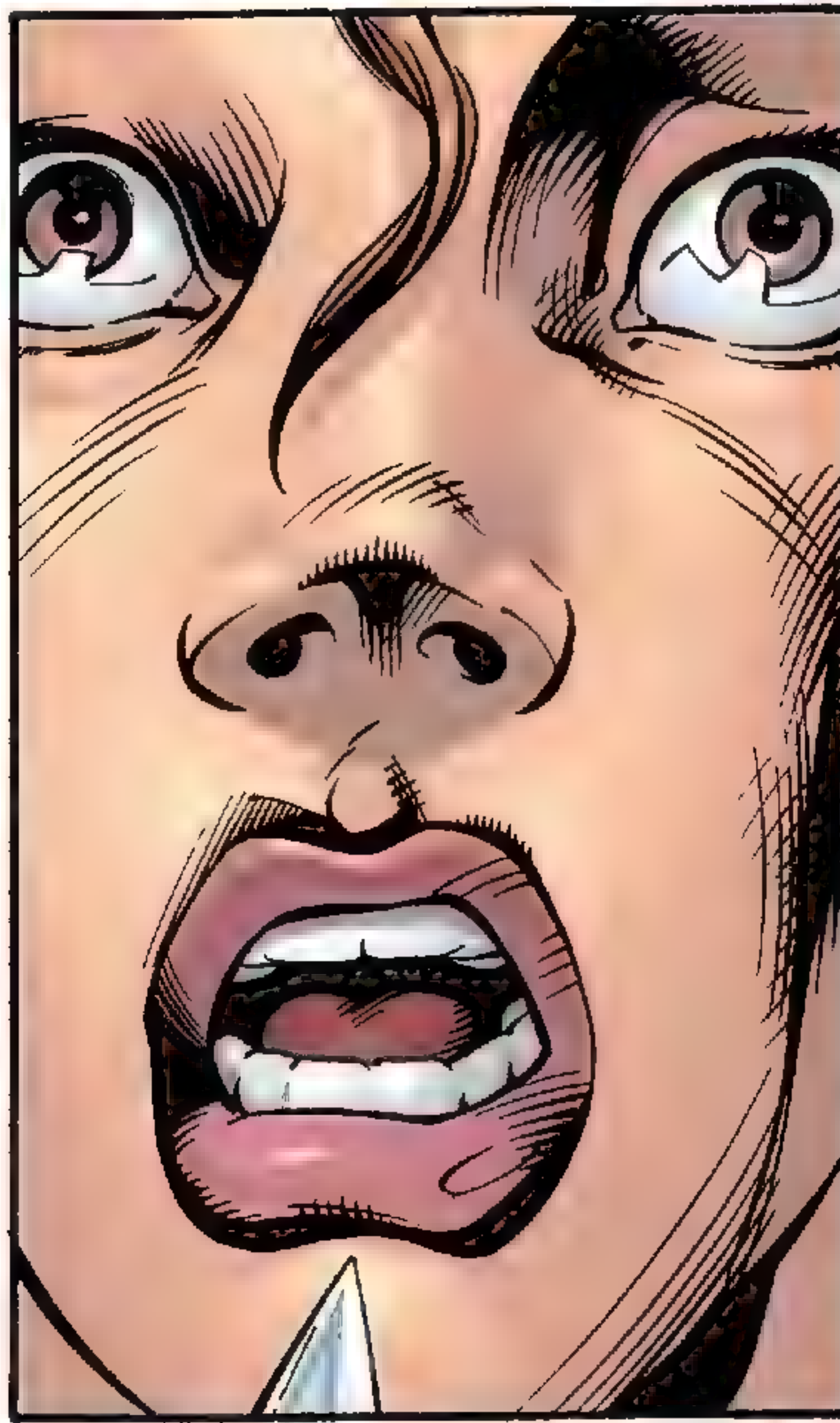


Let's just go-- too many people done saw us.

Shush, you're embarrassing me.

But...

Come on, girly girl.



I do envy you guys.

THWAP

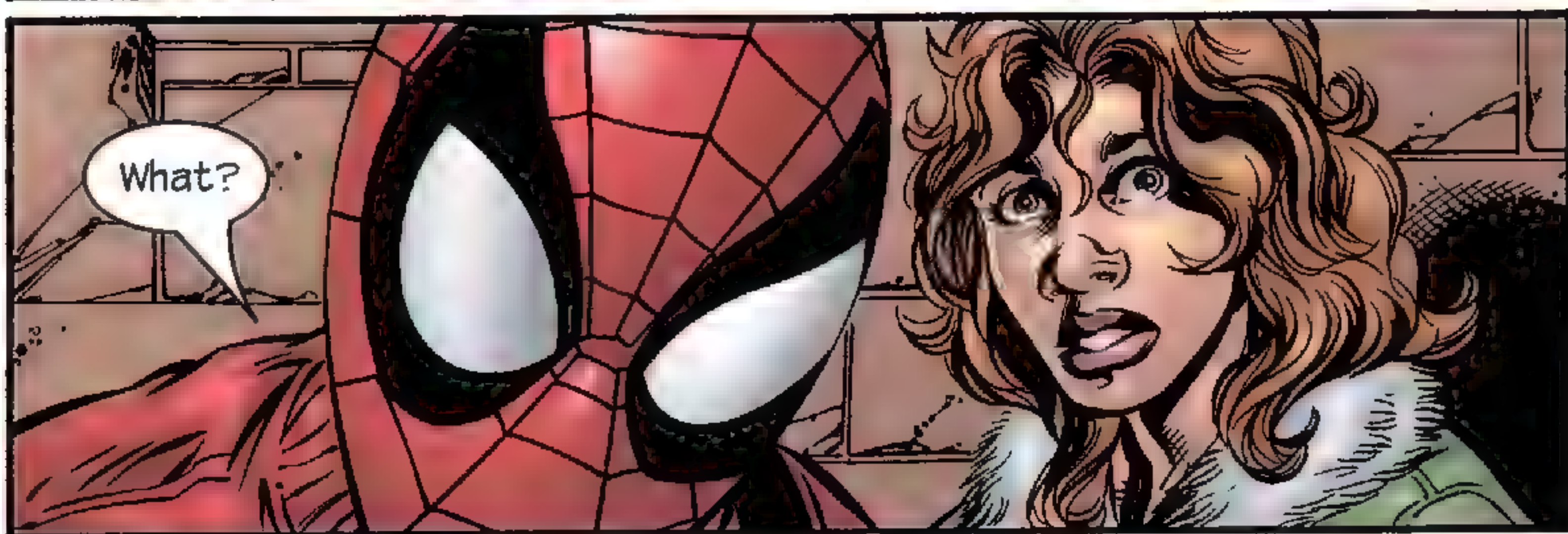


You guys are just so happy to be walking clichés.

Not a care in the world.



Seriously,
good for
you.
But
come on,
guys, leave
the lady
alone.



What?



What are
you supposed
to be?



What?

The
hell is
this?

I'm Spider-
Man. Read a
paper.

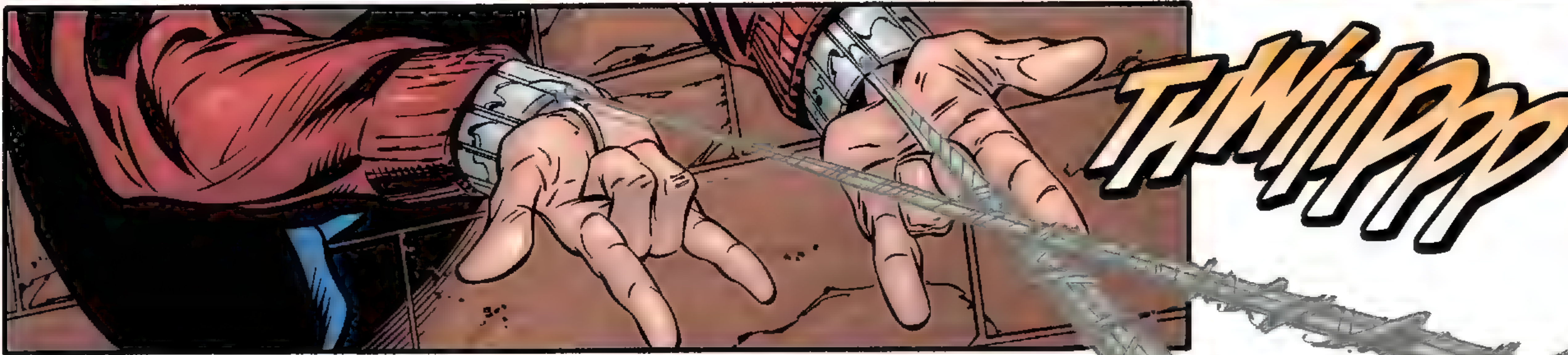
Where's your
costume?

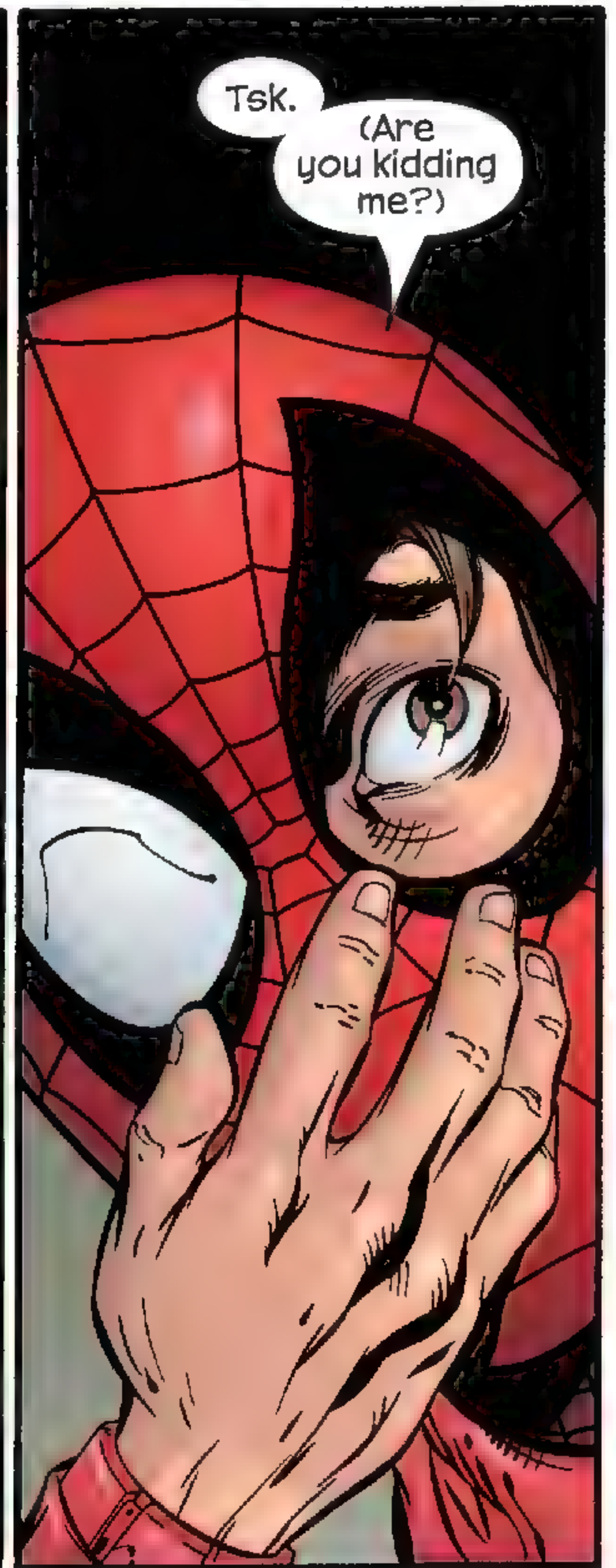
Your
mom's washing
it for me.

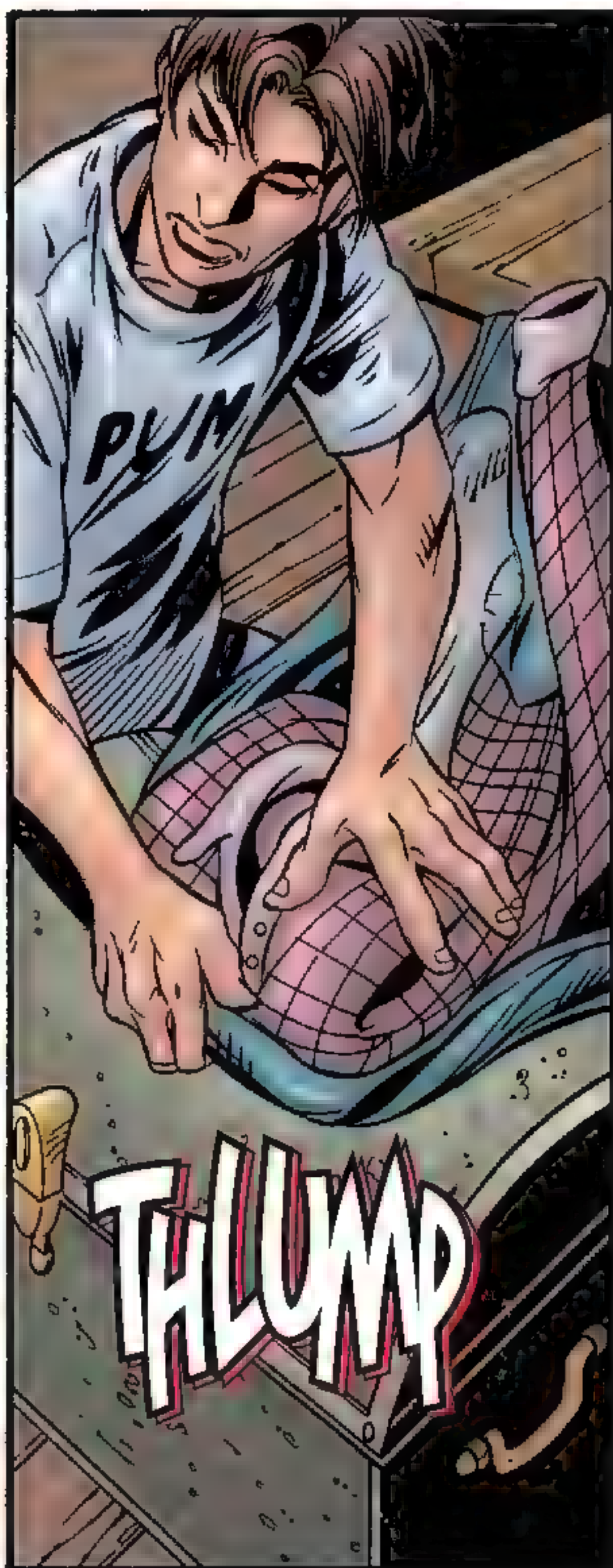
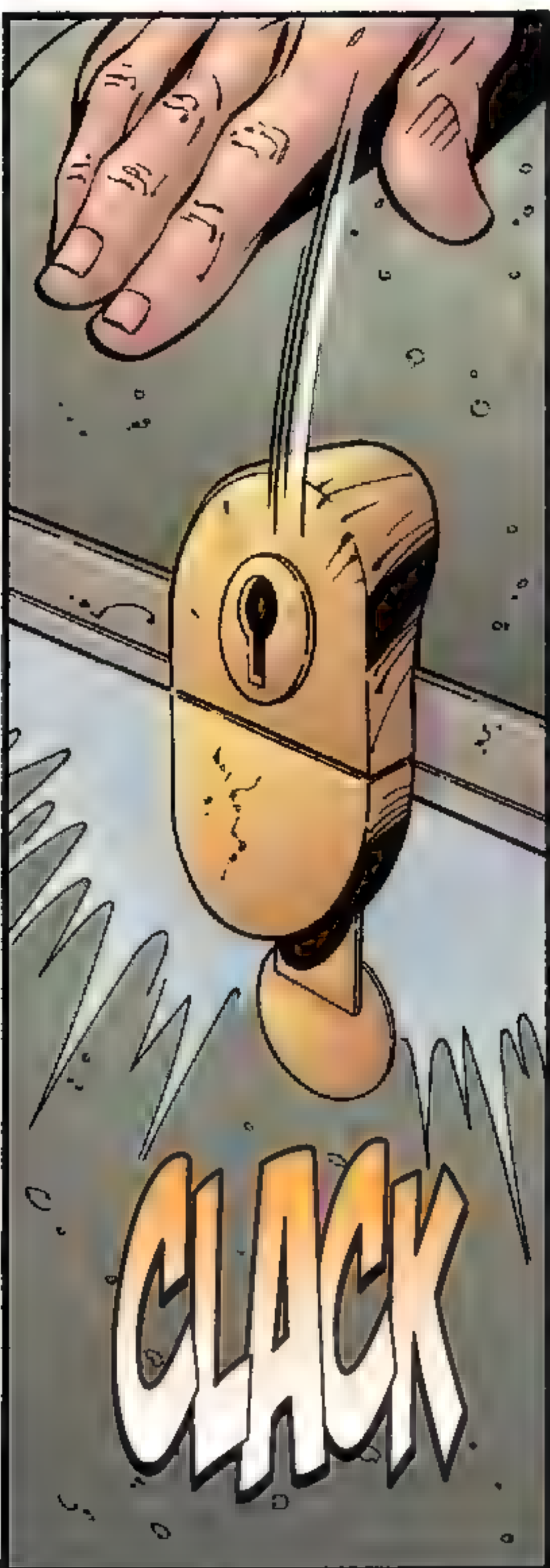
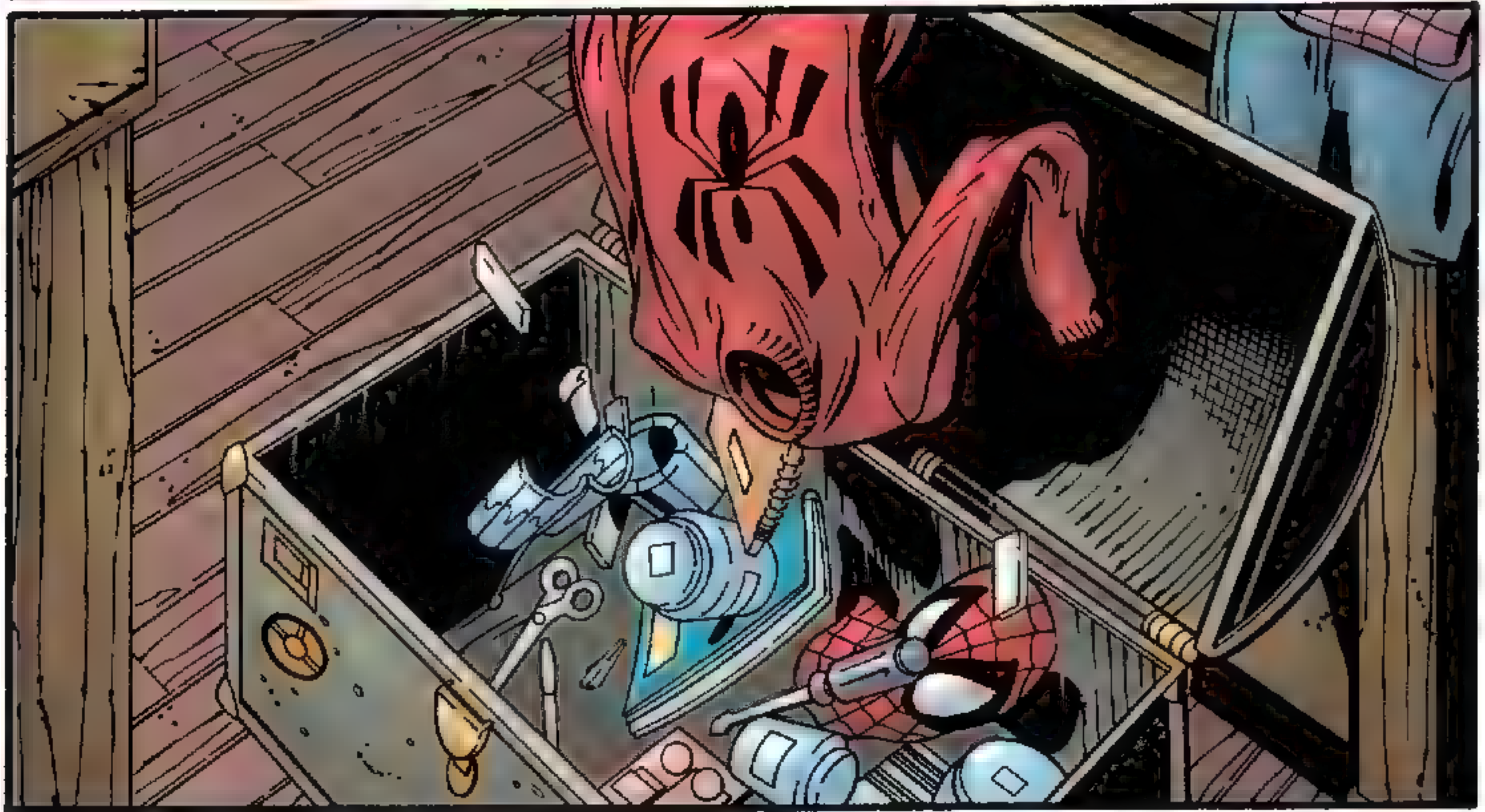
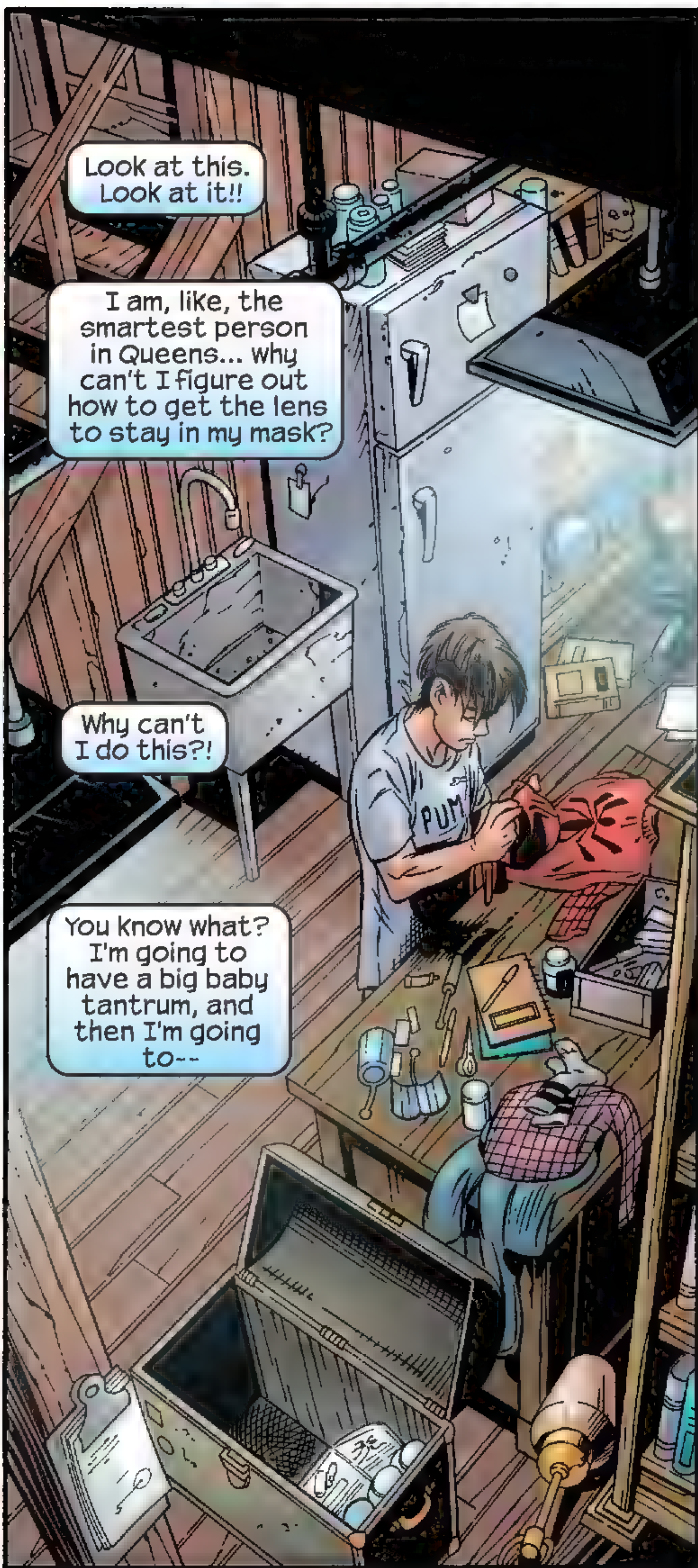


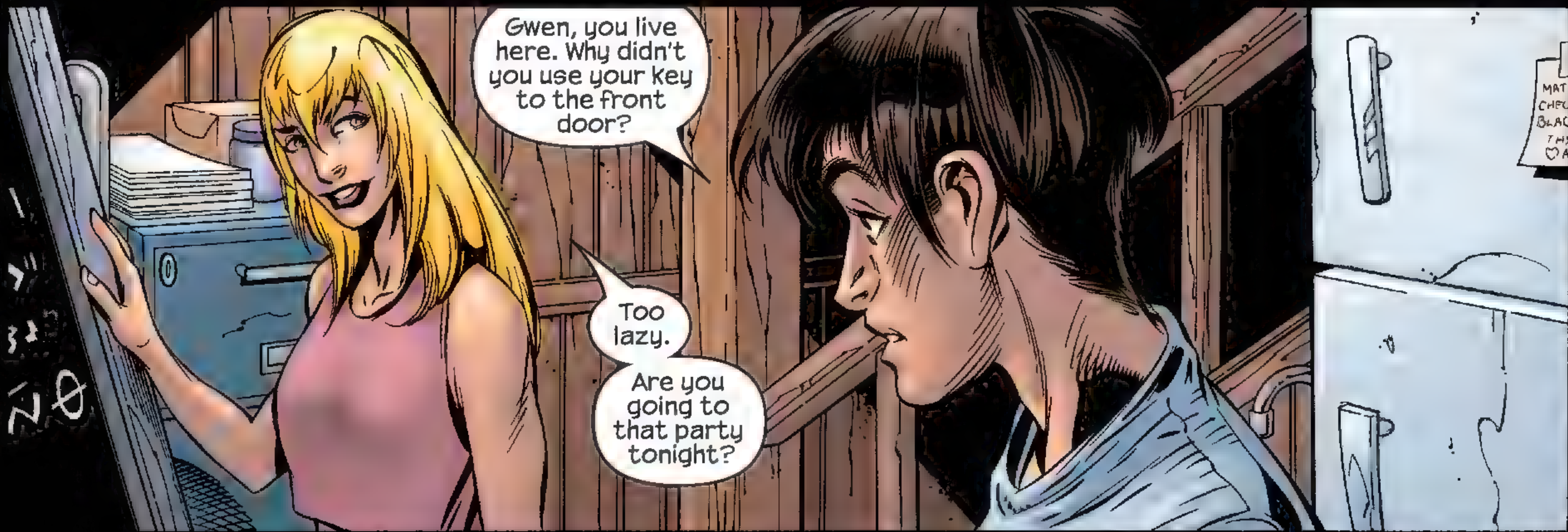
Oooogghhh,
ddaayyyymnnn!!

Oh, 'zat
howit is?





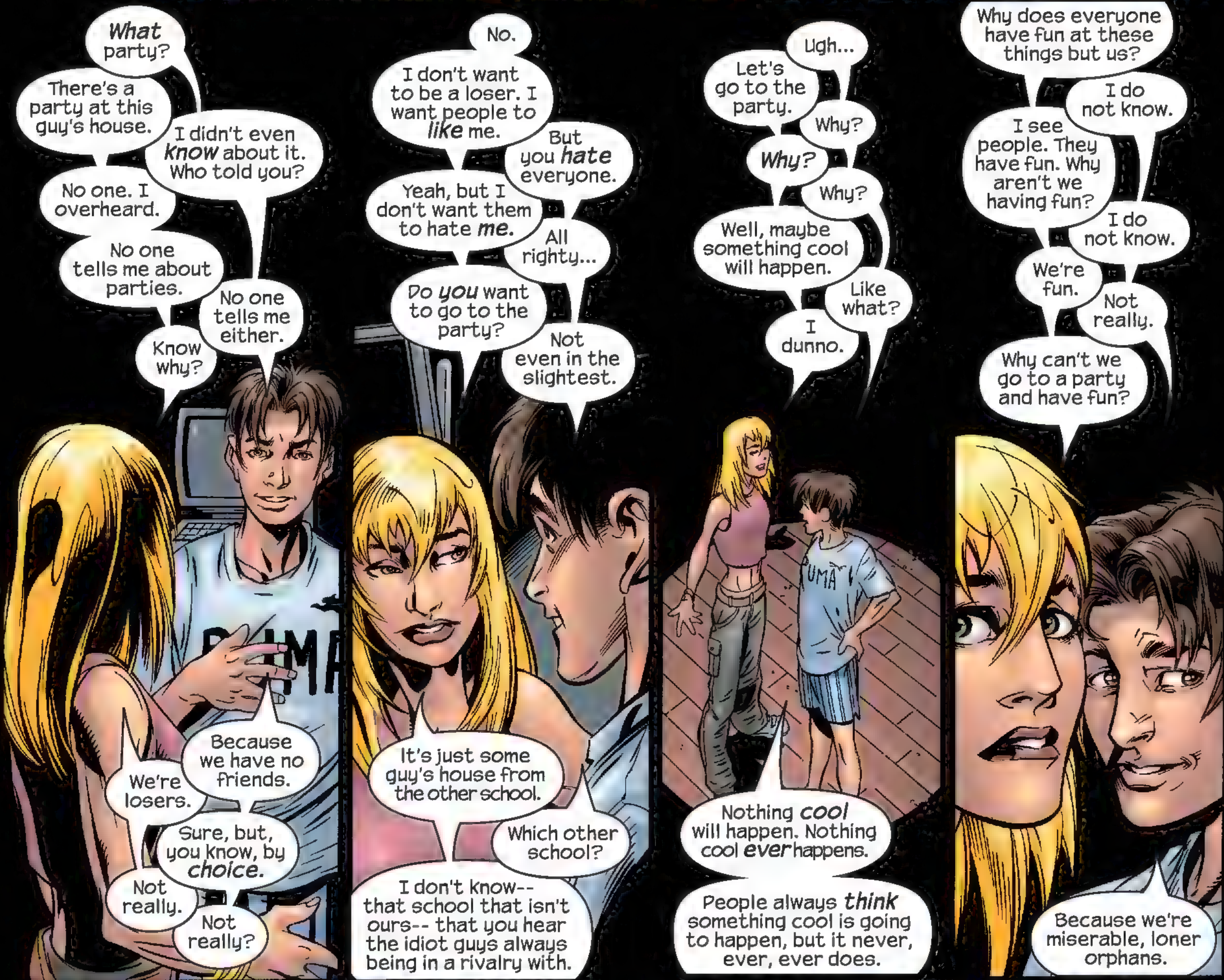




Gwen, you live here. Why didn't you use your key to the front door?

Too lazy.

Are you going to that party tonight?



What party?

There's a party at this guy's house.

No one. I overheard.

No one tells me about parties.

I didn't even know about it. Who told you?

No one tells me either.

Know why?

We're losers.

Sure, but, you know, by choice.

Not really.

Not really?

No.

I don't want to be a loser. I want people to like me.

Yeah, but I don't want them to hate me.

Do you want to go to the party?

Not even in the slightest.

All righty...

But you hate everyone.

Ugh...

Let's go to the party.

Why?

Why?

Why?

Well, maybe something cool will happen.

Like what?

I dunno.

Why does everyone have fun at these things but us?

I do not know.

I see people. They have fun. Why aren't we having fun?

I do not know.

We're fun.

Not really.

Why can't we go to a party and have fun?

It's just some guy's house from the other school.

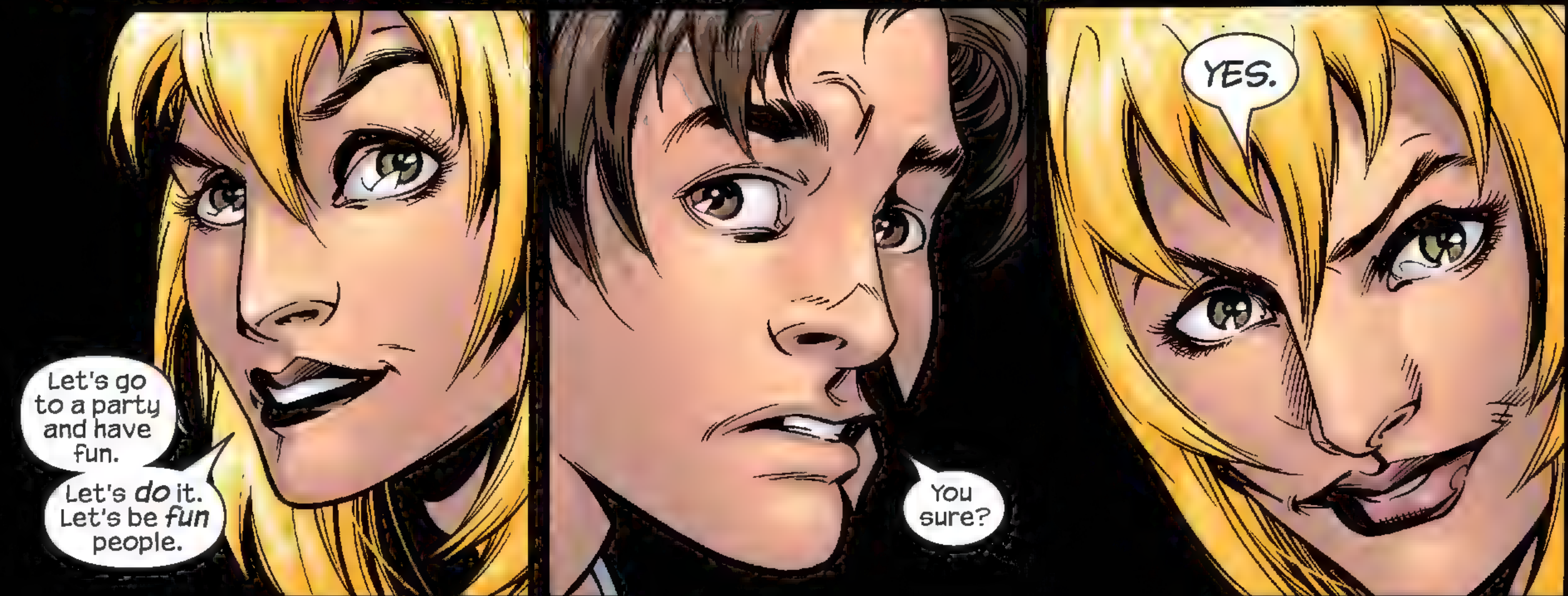
Which other school?

I don't know-- that school that isn't ours-- that you hear the idiot guys always being in a rivalry with.

Nothing cool will happen. Nothing cool ever happens.

People always think something cool is going to happen, but it never, ever, ever does.

Because we're miserable, loner orphans.

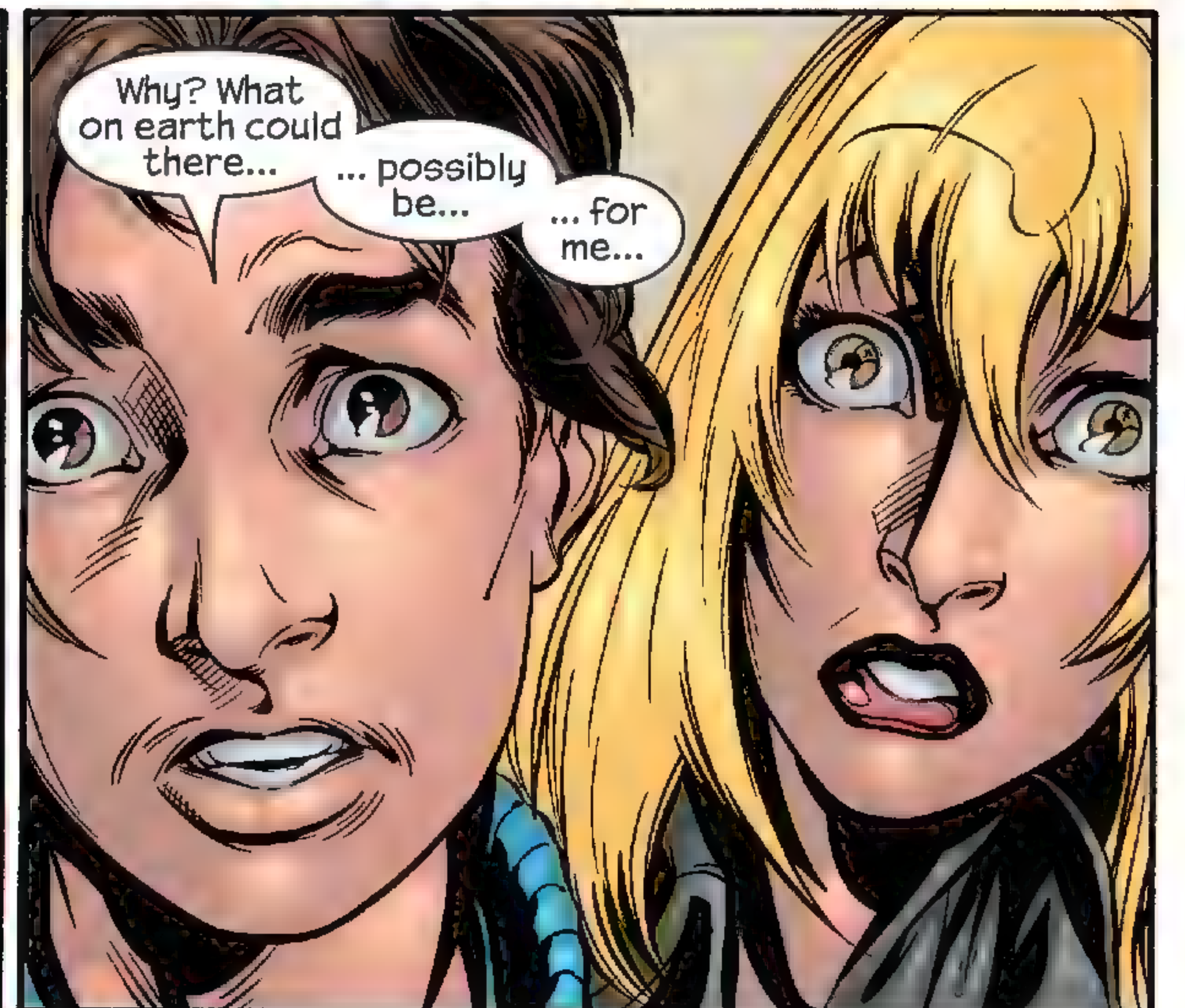
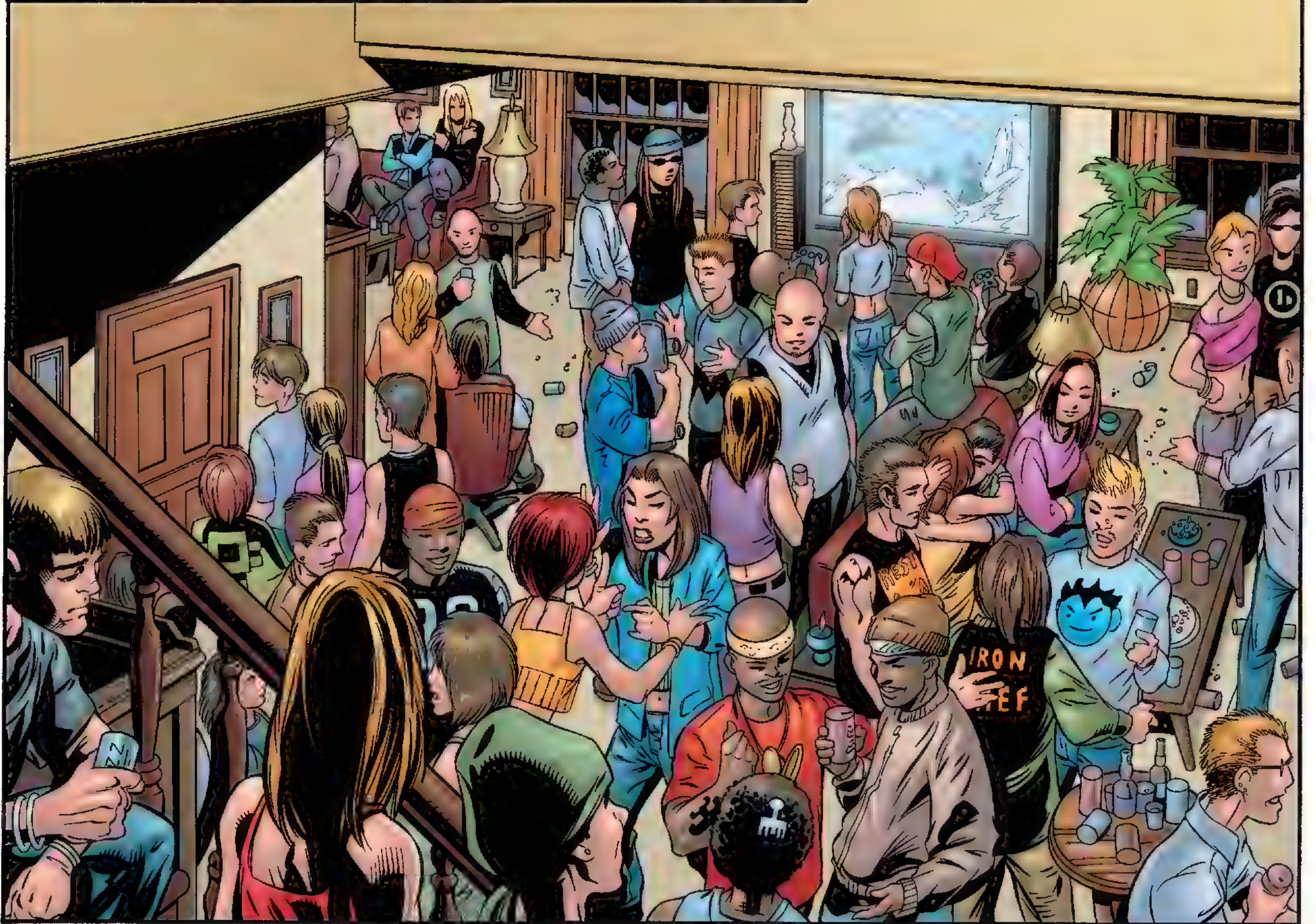
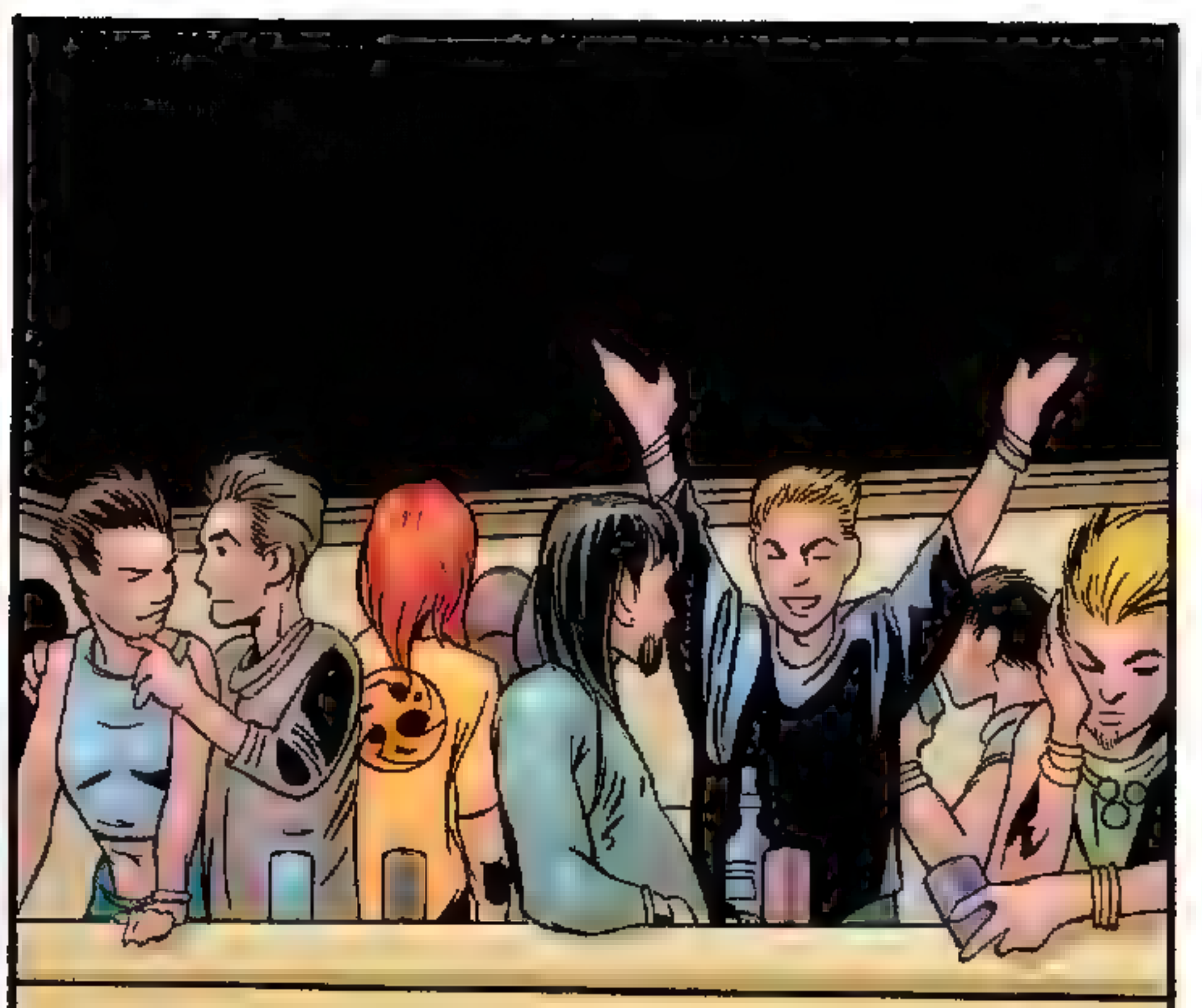
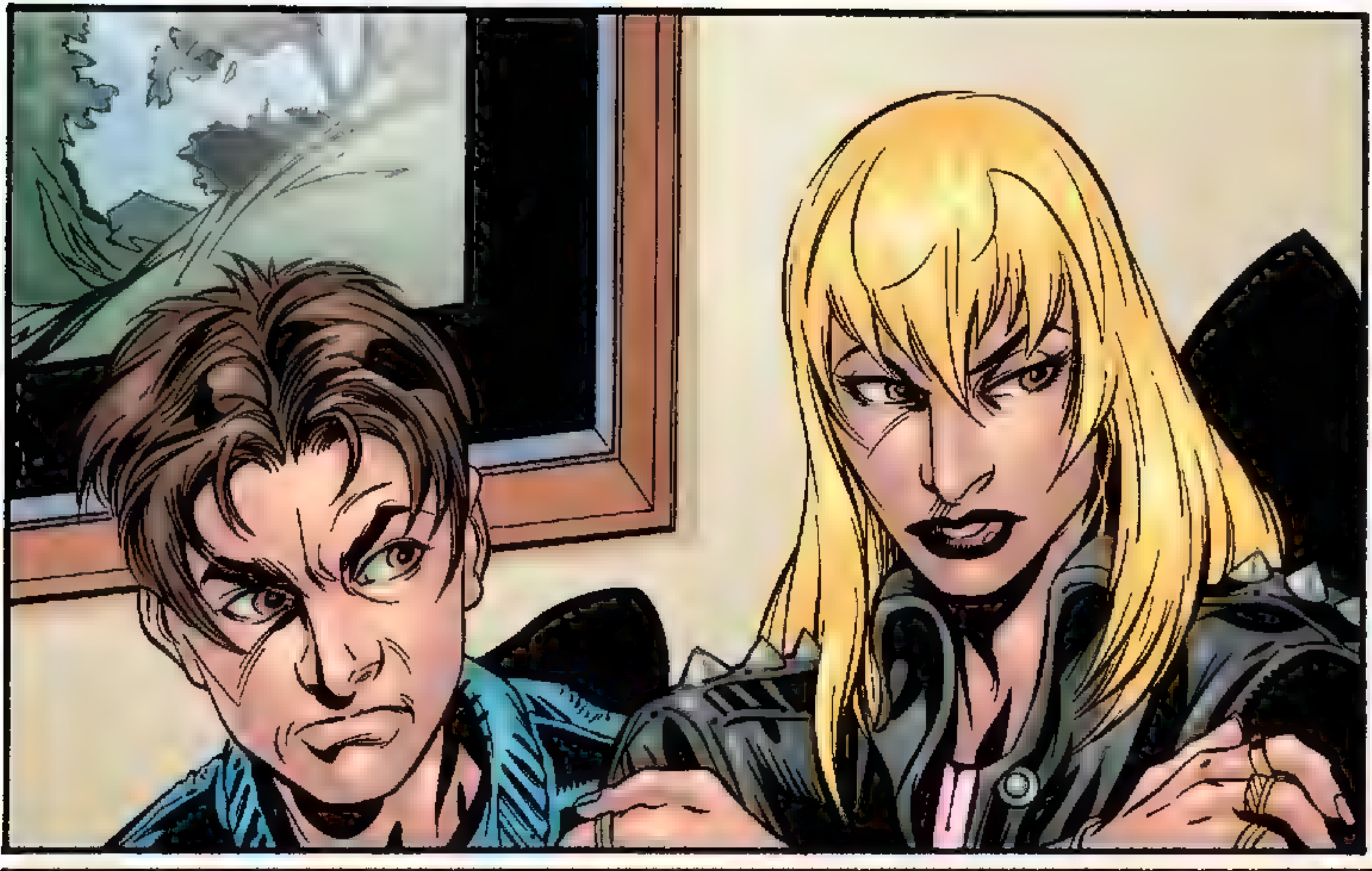


Let's go to a party and have fun.

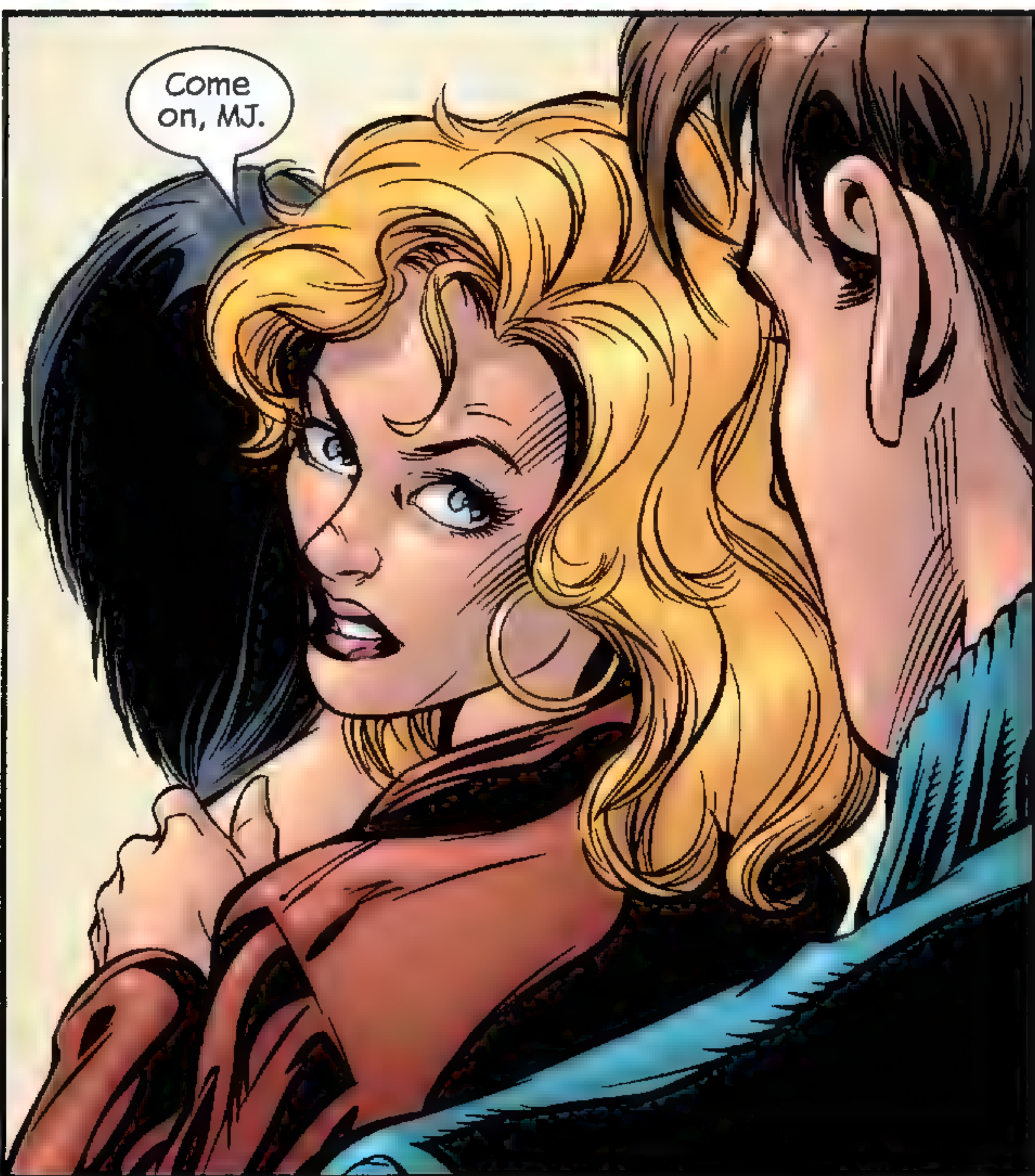
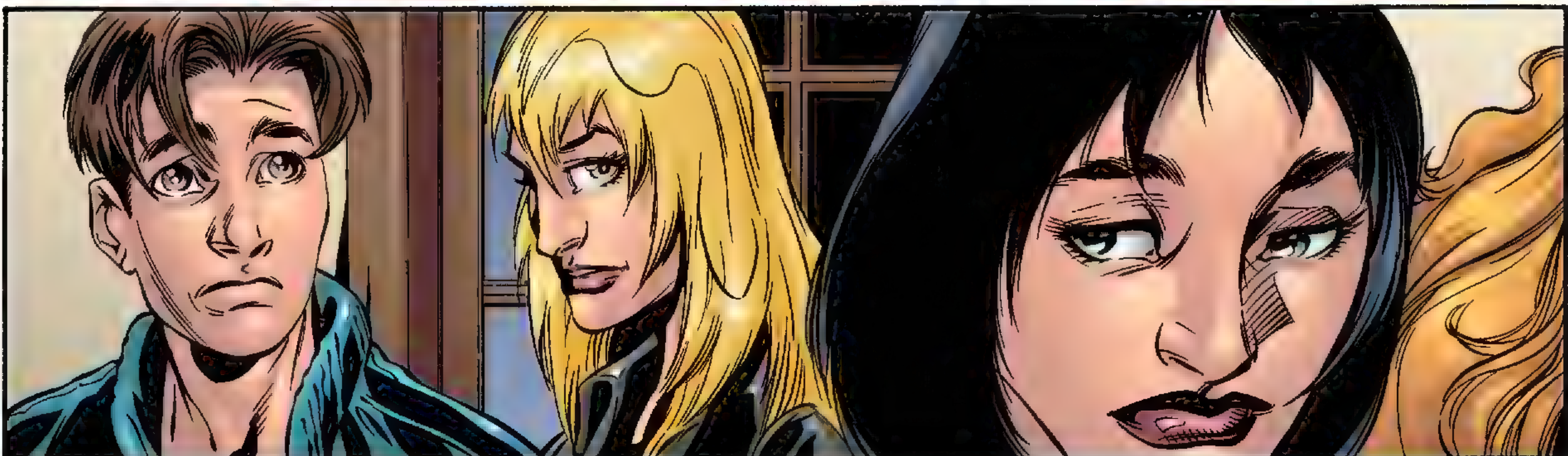
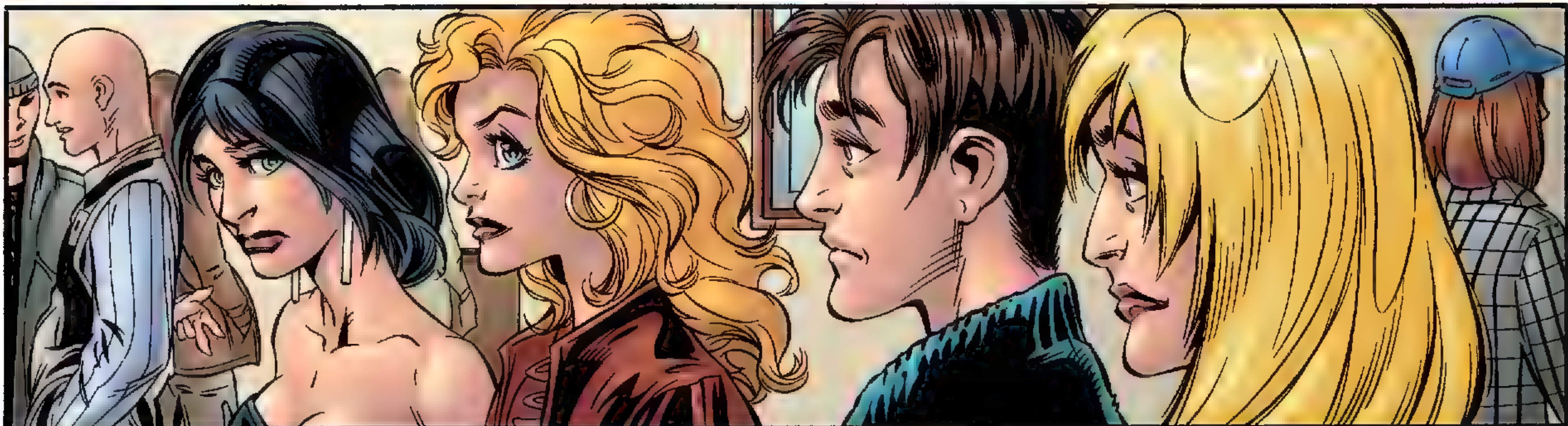
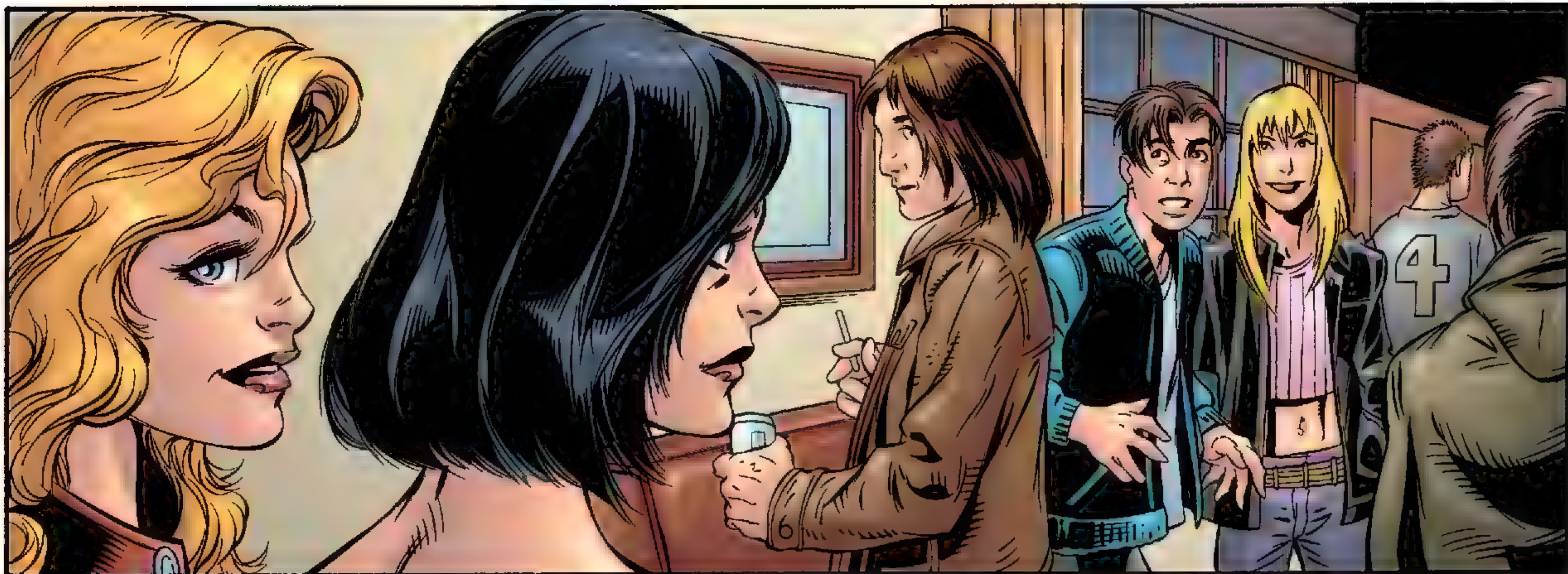
Let's do it. Let's be fun people.

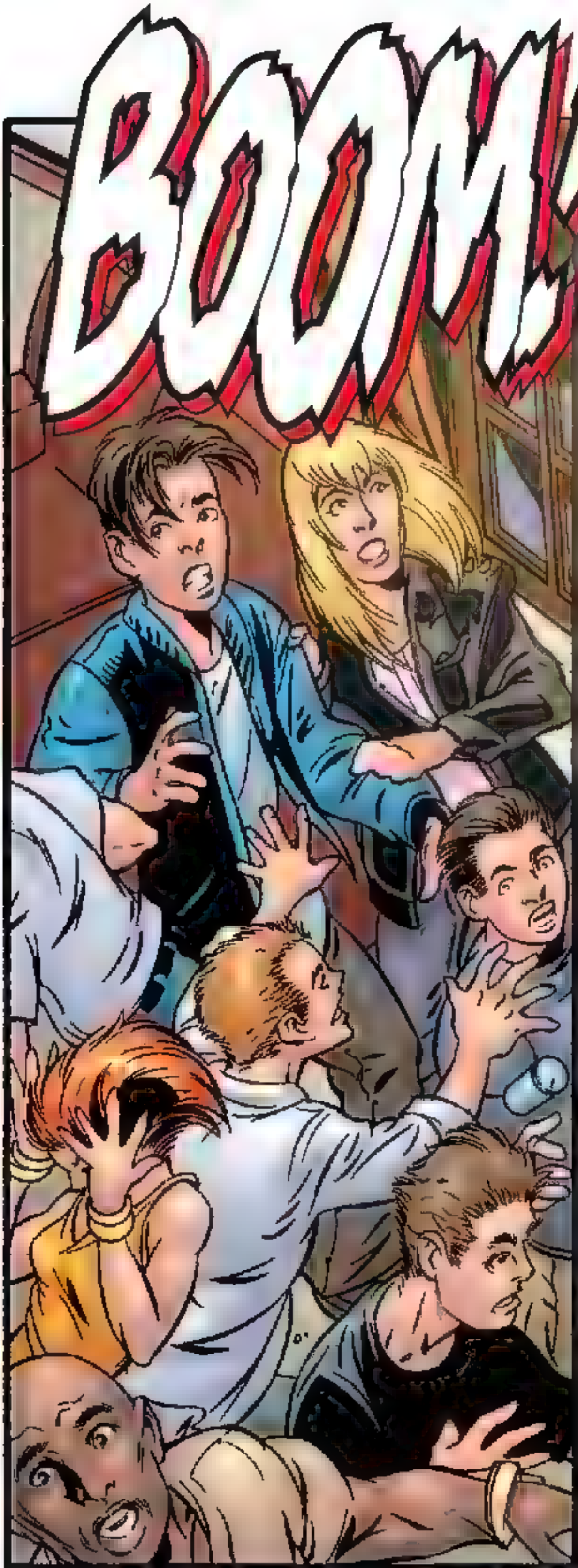
YES.

You sure?











Oh, my God, dude!!

Dude, dude, do the red one, the convertible.

Dude, that was awesome!!!

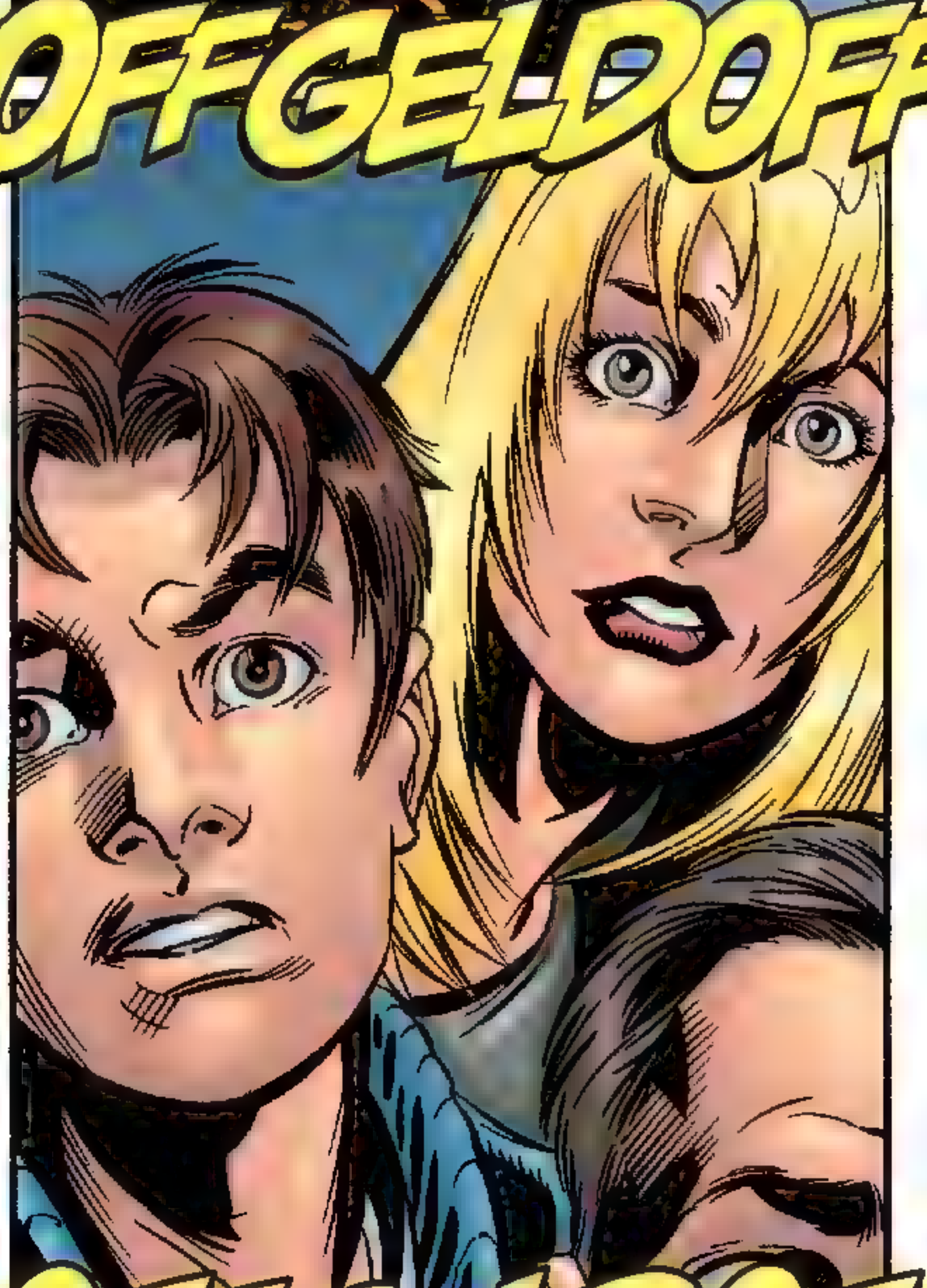
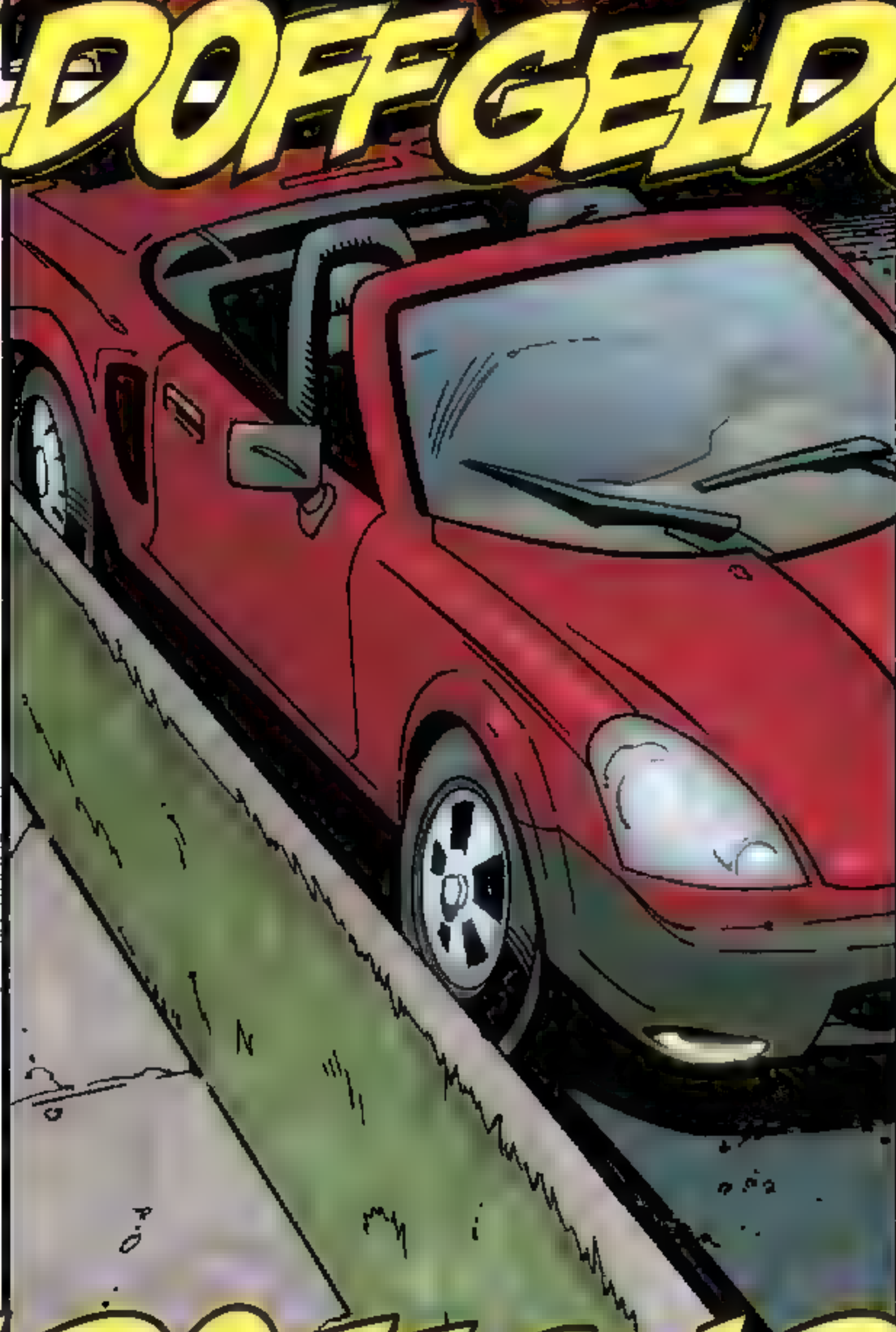
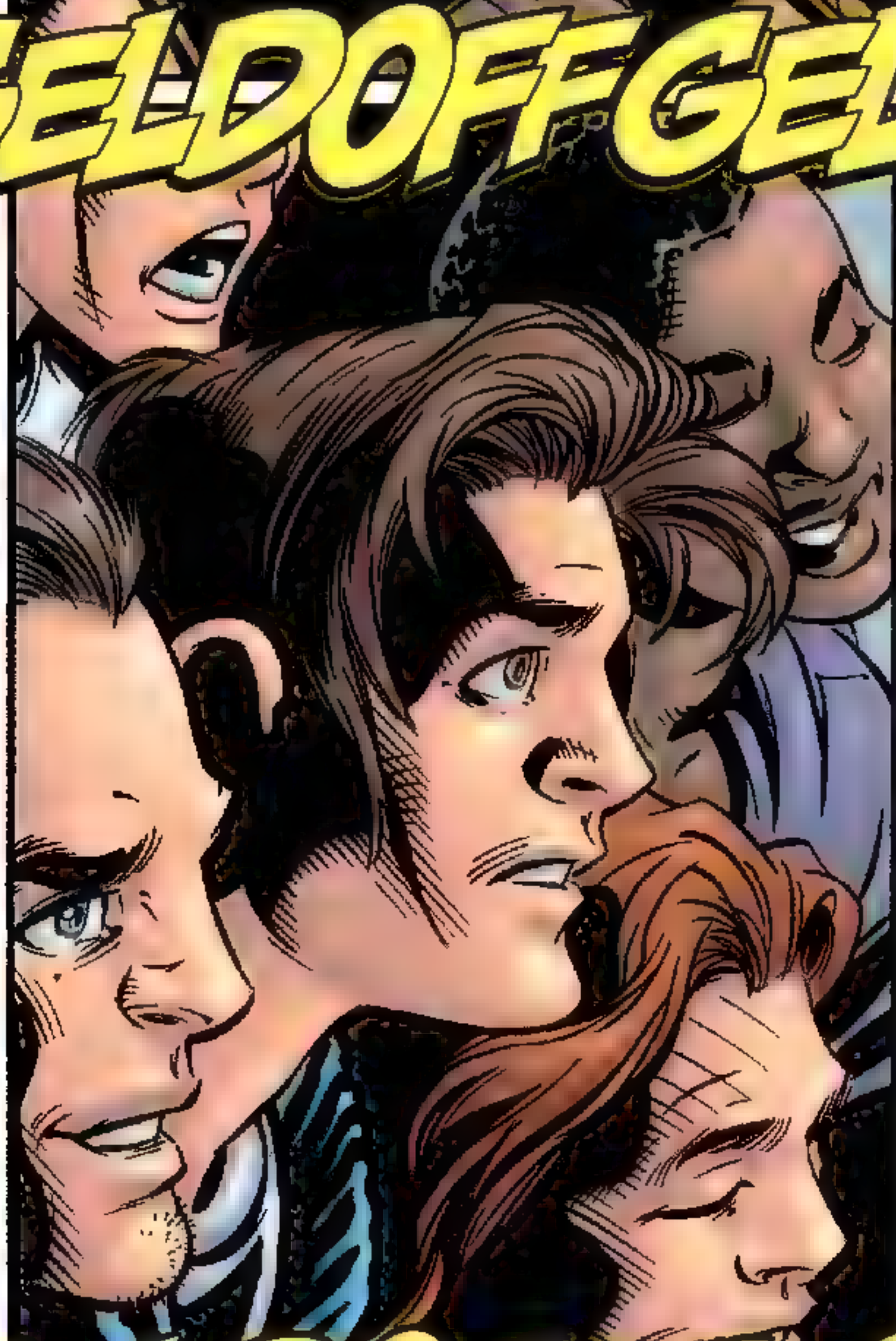
Whose car is it?

Who cares?

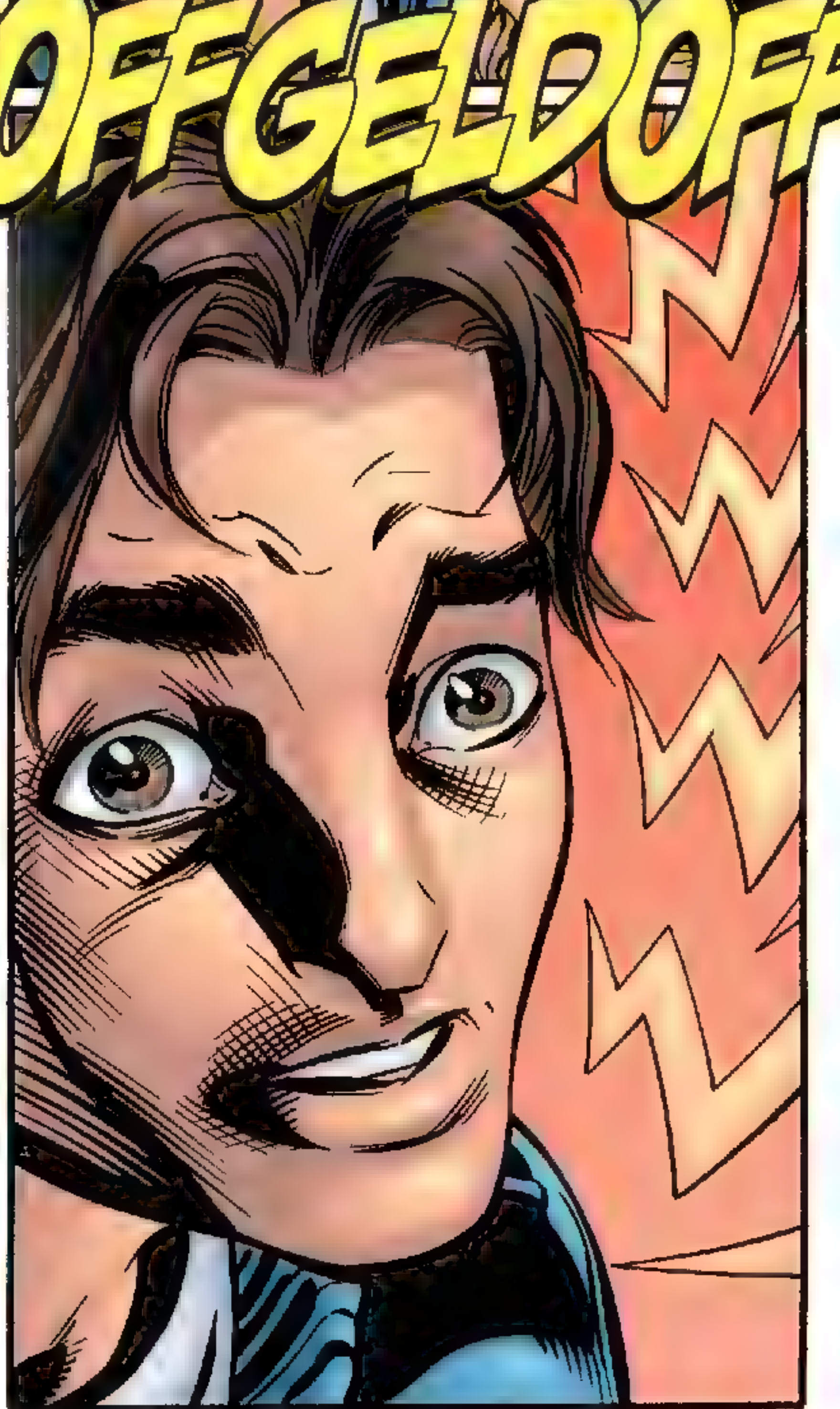
Dude, do it! You gotta do it.



GELDOFFGELDOFFGELDOFFGELDOFF



GELDOFFGELDOFFGELDOFFGELDOFF



SHABOOM

WHOA
HO HO!!!

WHOOOO!!!

GELDOFF GELDOFF GELDOFF GELDOFF

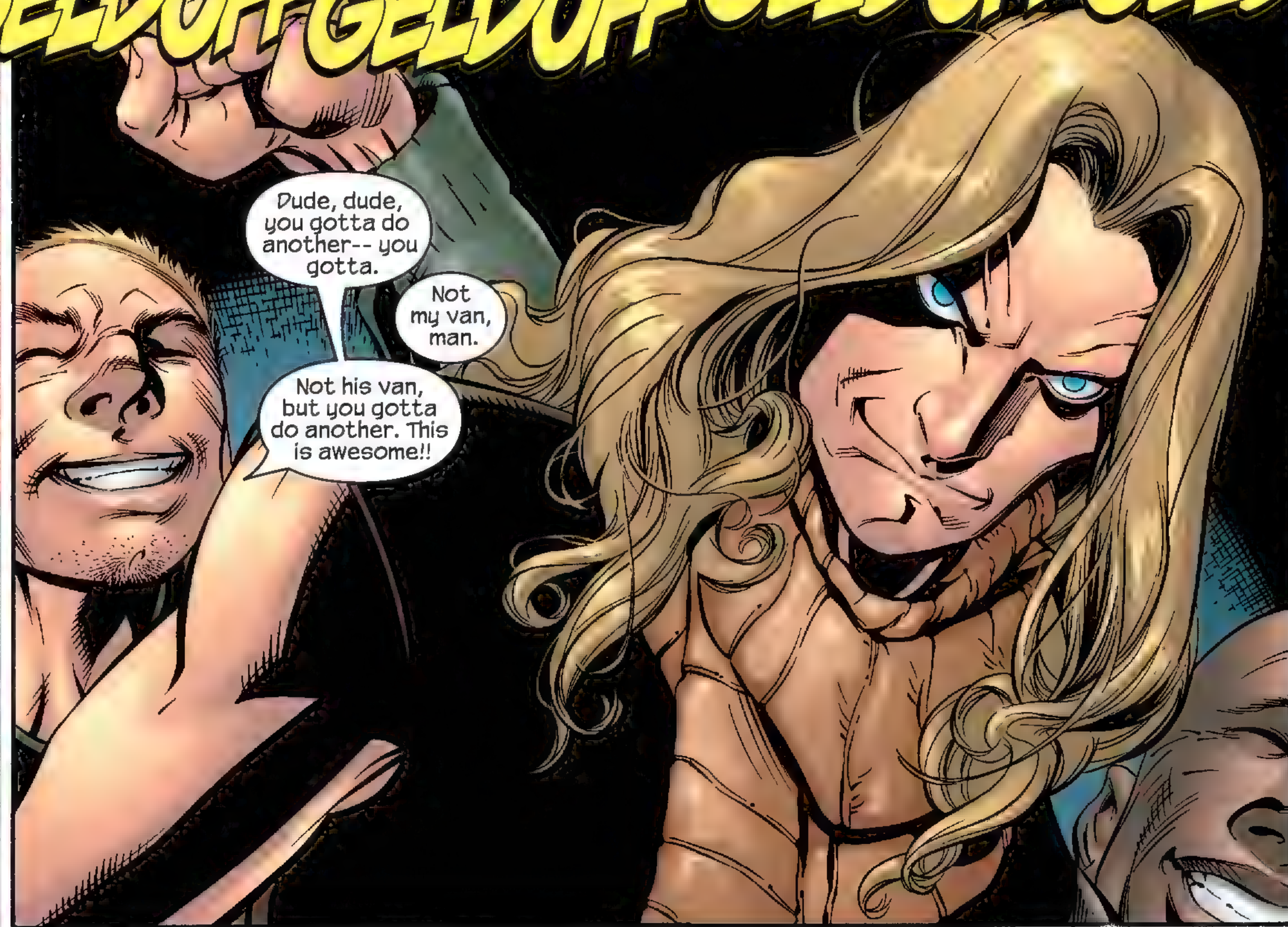
GELDOFF GELDOFF GELDOFF GELDOFF







GELDOFF GELDOFF GELDOFF GELDOFF GELDOFF GELDOFF GELDOFF GELDOFF



Pude, dude, you gotta do another-- you gotta.

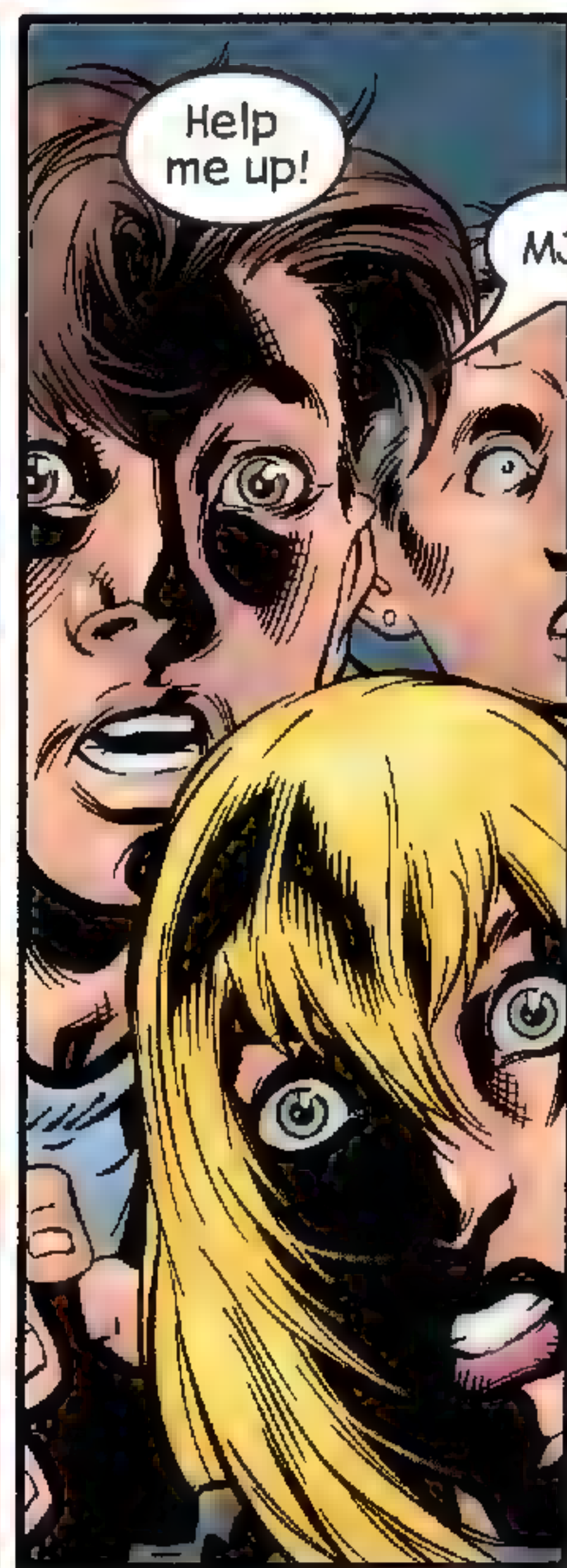
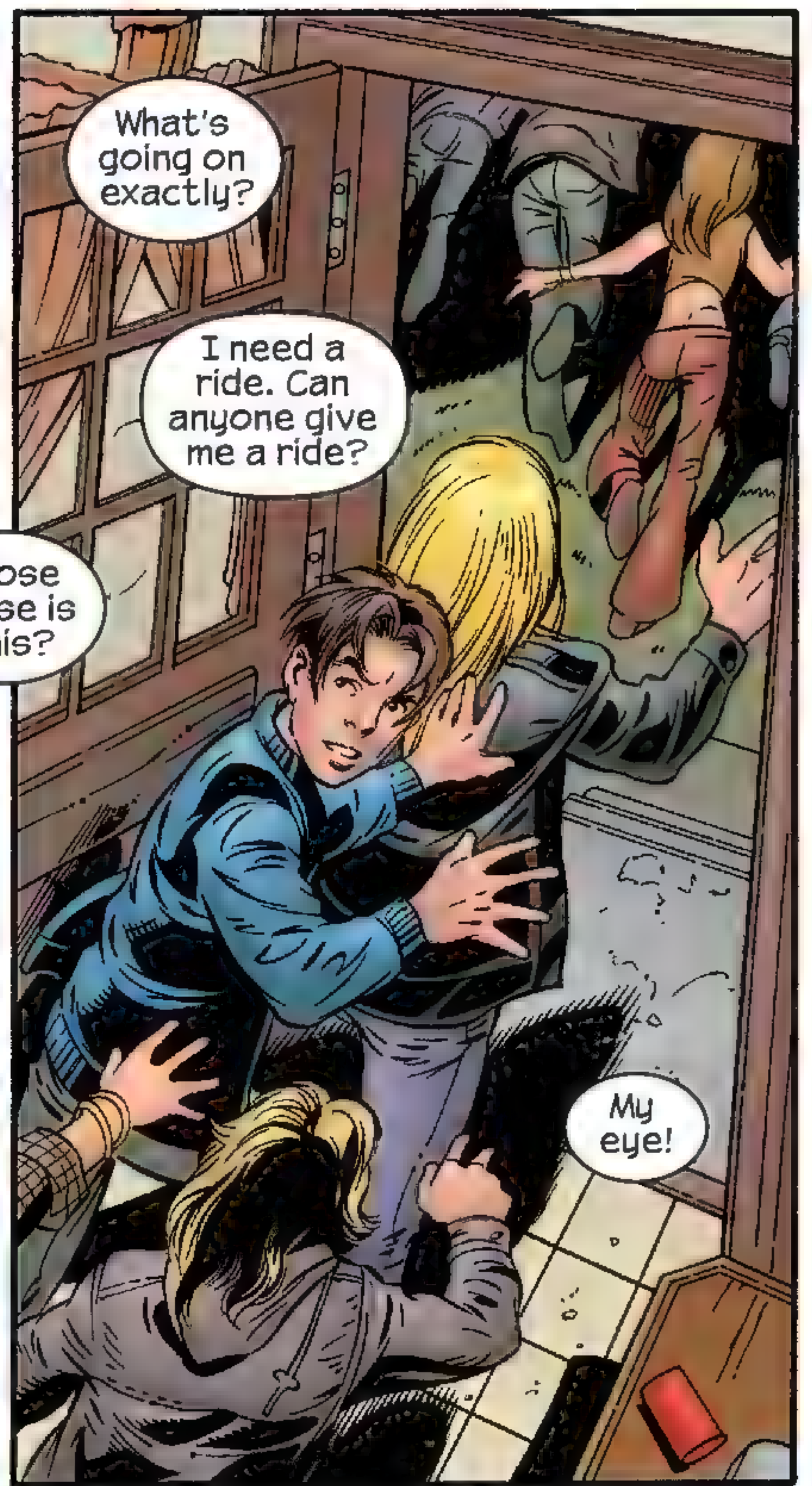
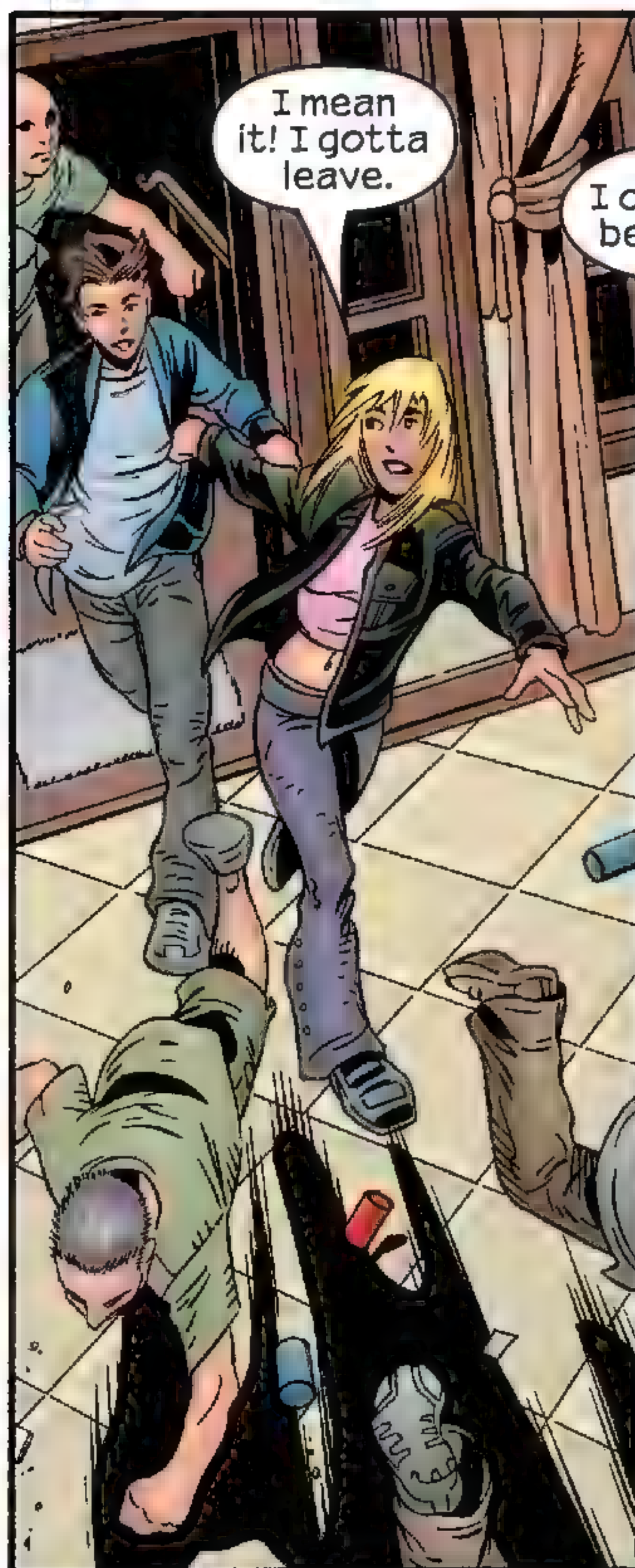
Not my van, man.

Not his van, but you gotta do another. This is awesome!!



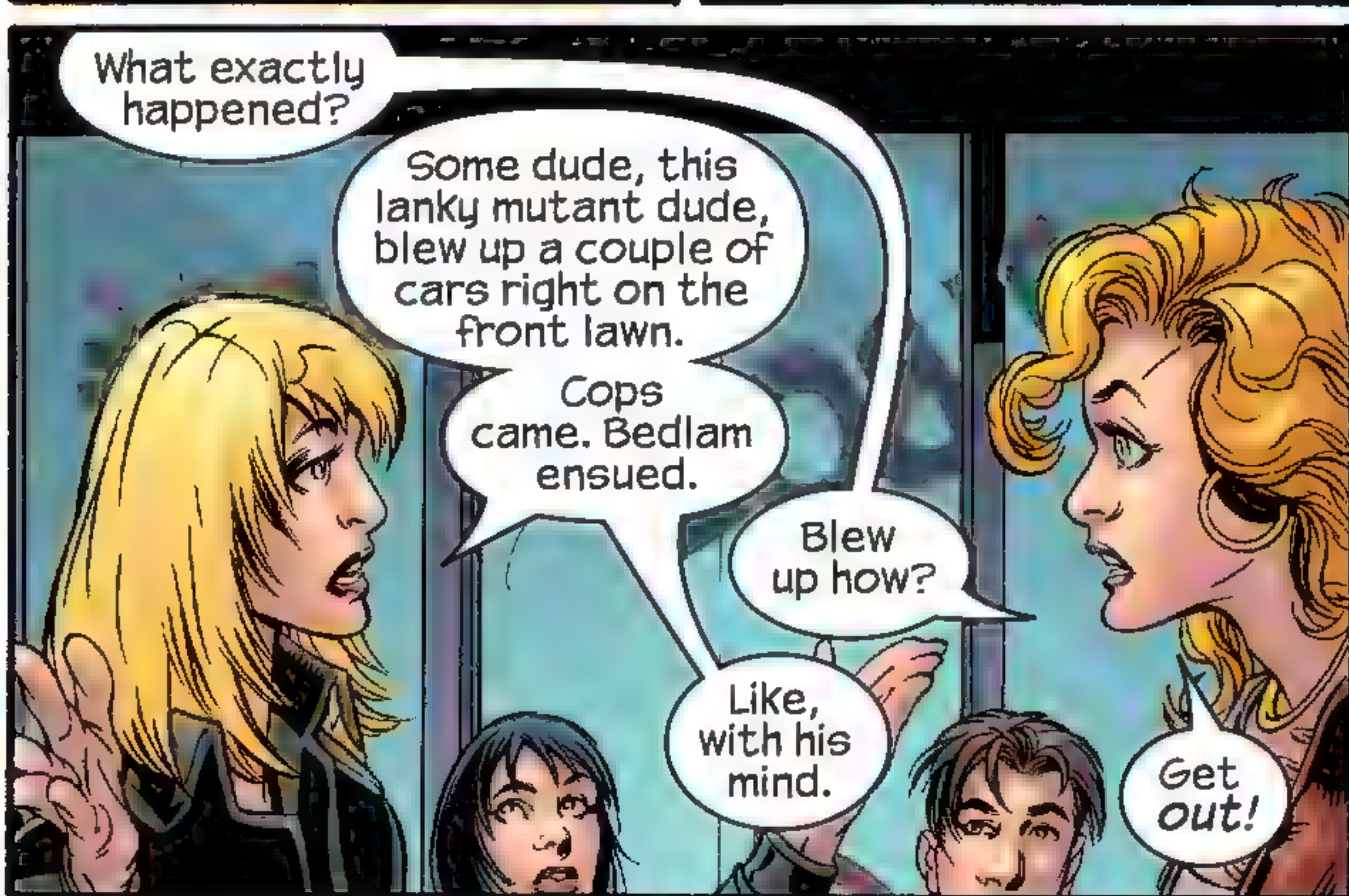
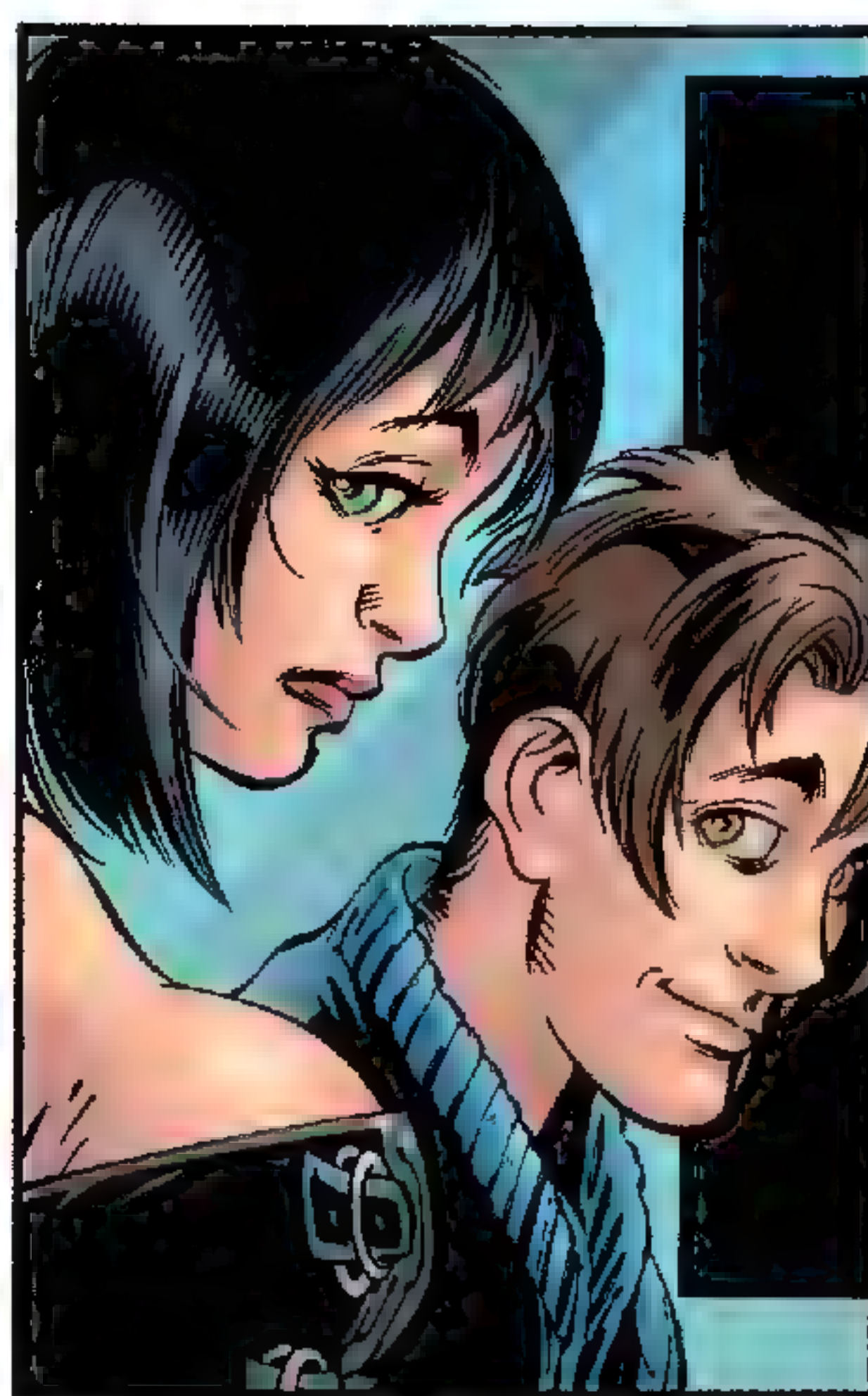
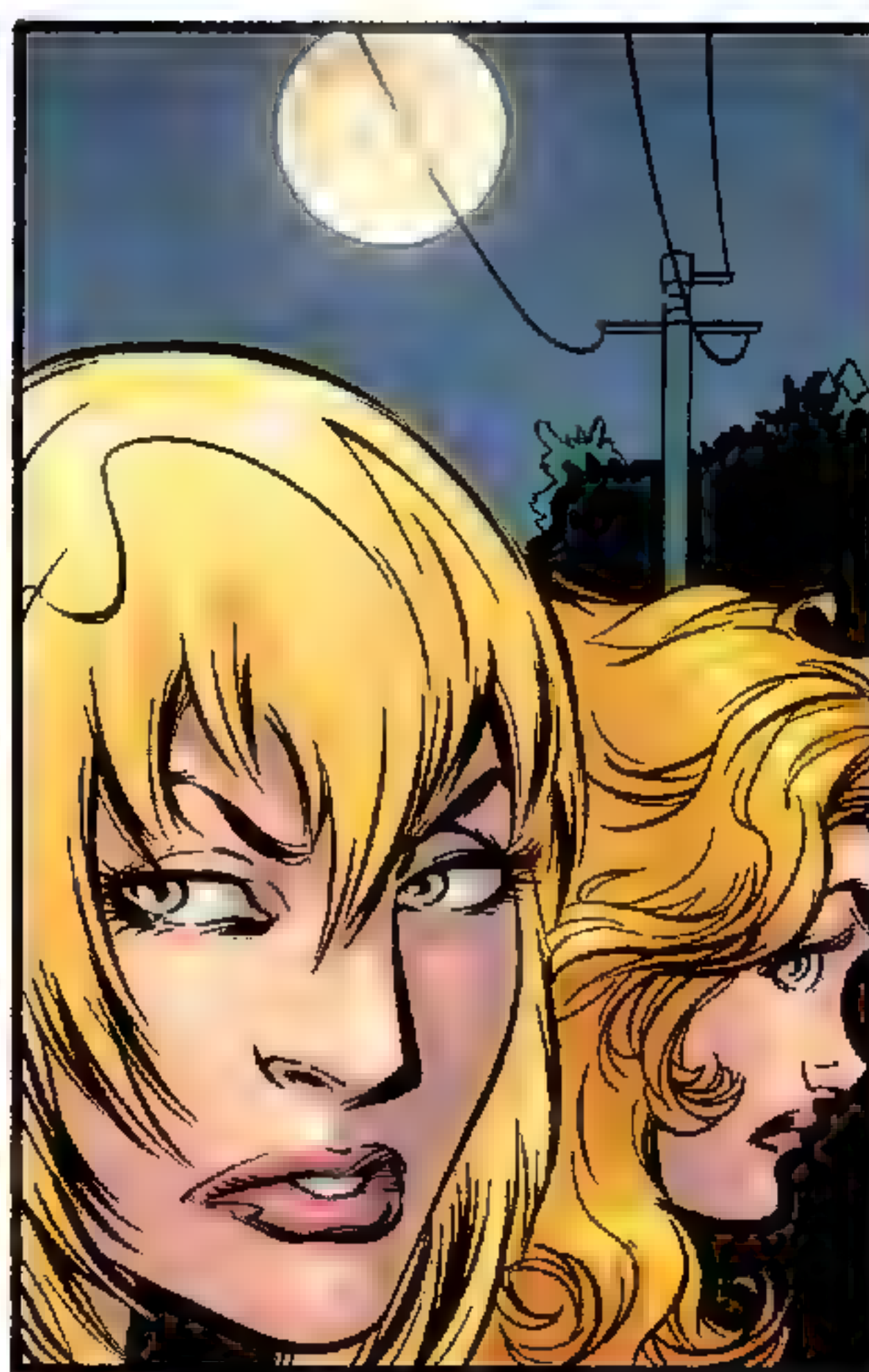
WEEEEEE

Peter, what are you-- oh, crap!





Well...
...this is something.



What exactly happened?

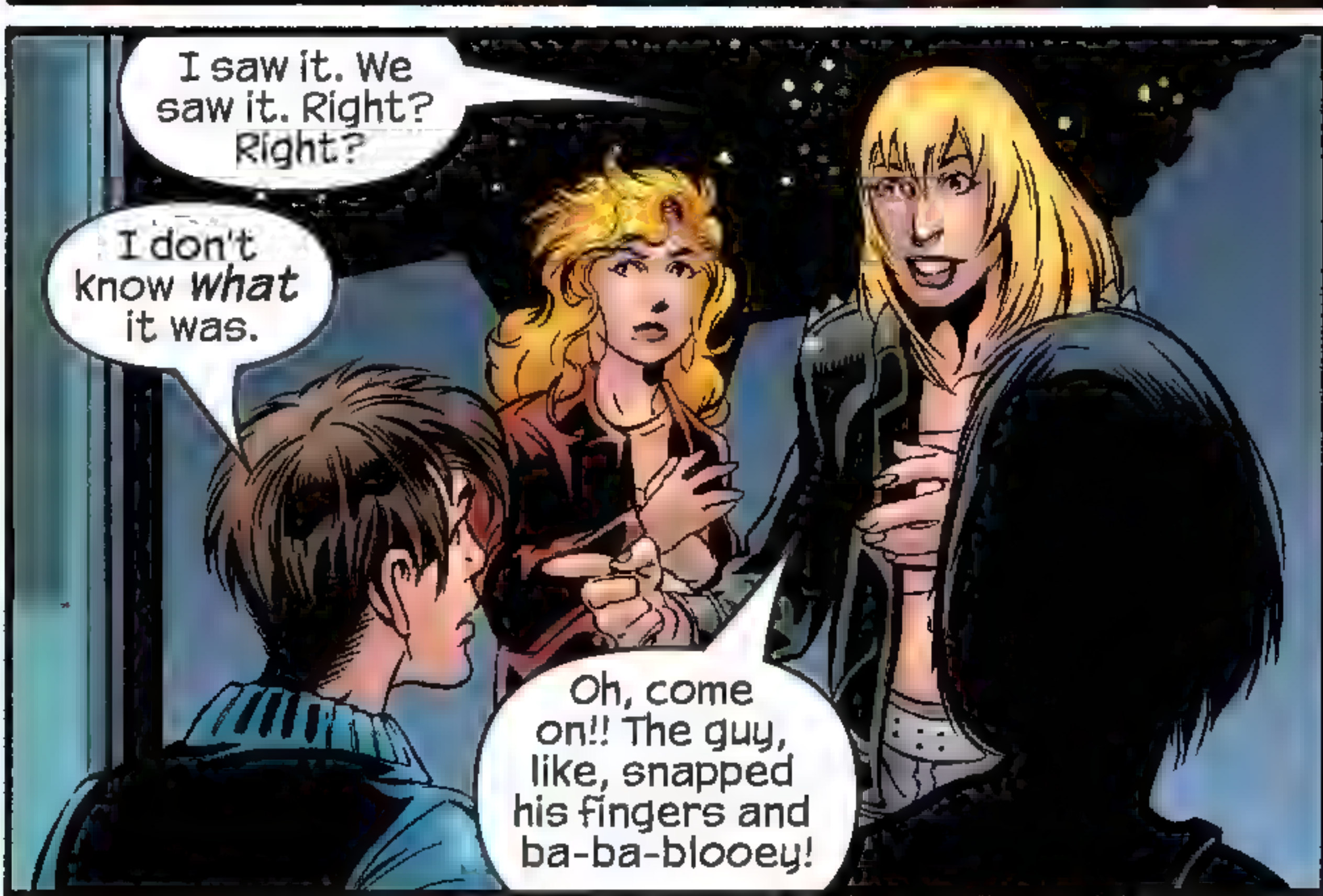
Some dude, this lanky mutant dude, blew up a couple of cars right on the front lawn.

Cops came. Bedlam ensued.

Blew up how?

Like, with his mind.

Get out!



I saw it. We saw it. Right? Right?

I don't know what it was.

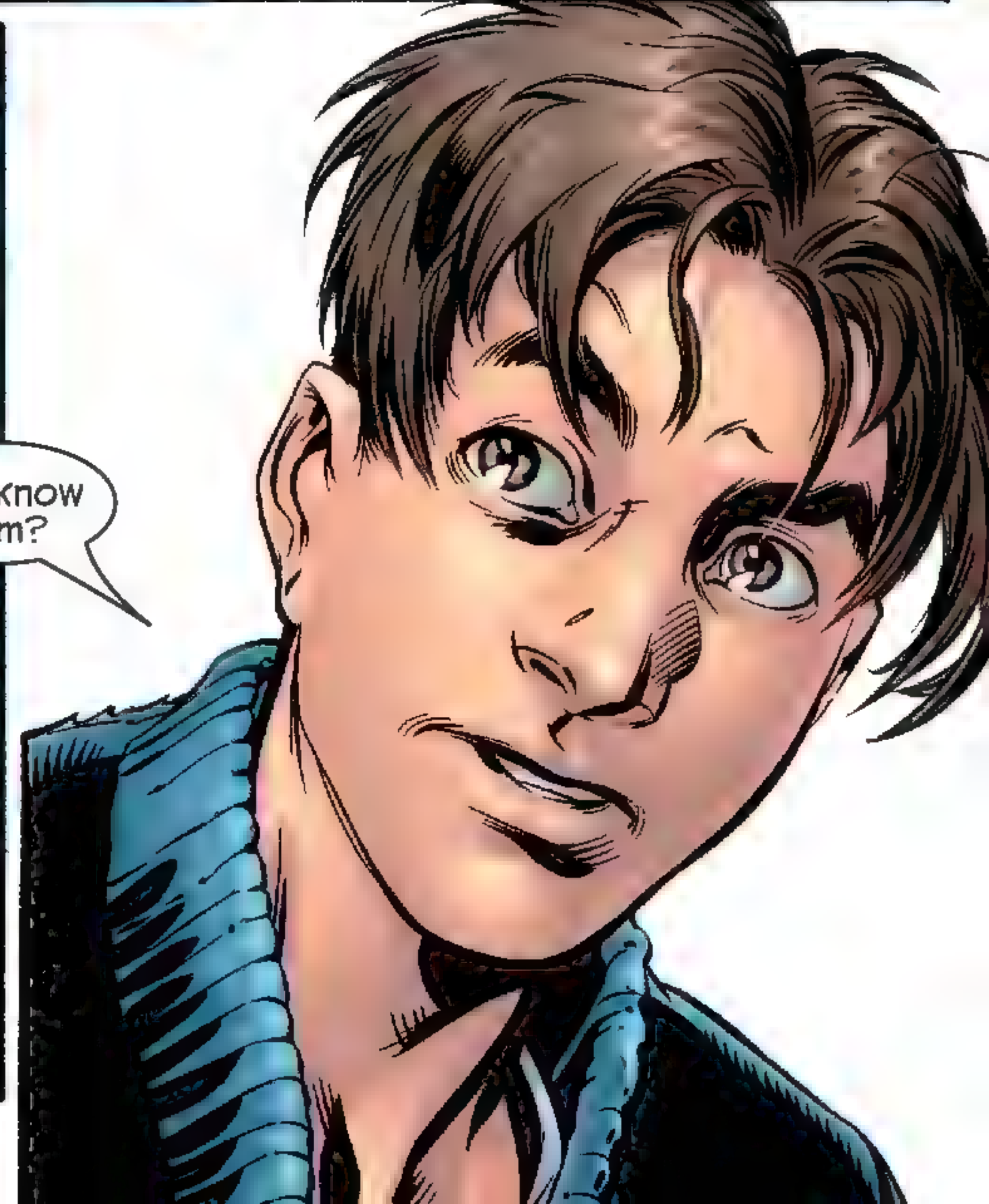
Oh, come on!! The guy, like, snapped his fingers and ba-ba-blooeey!

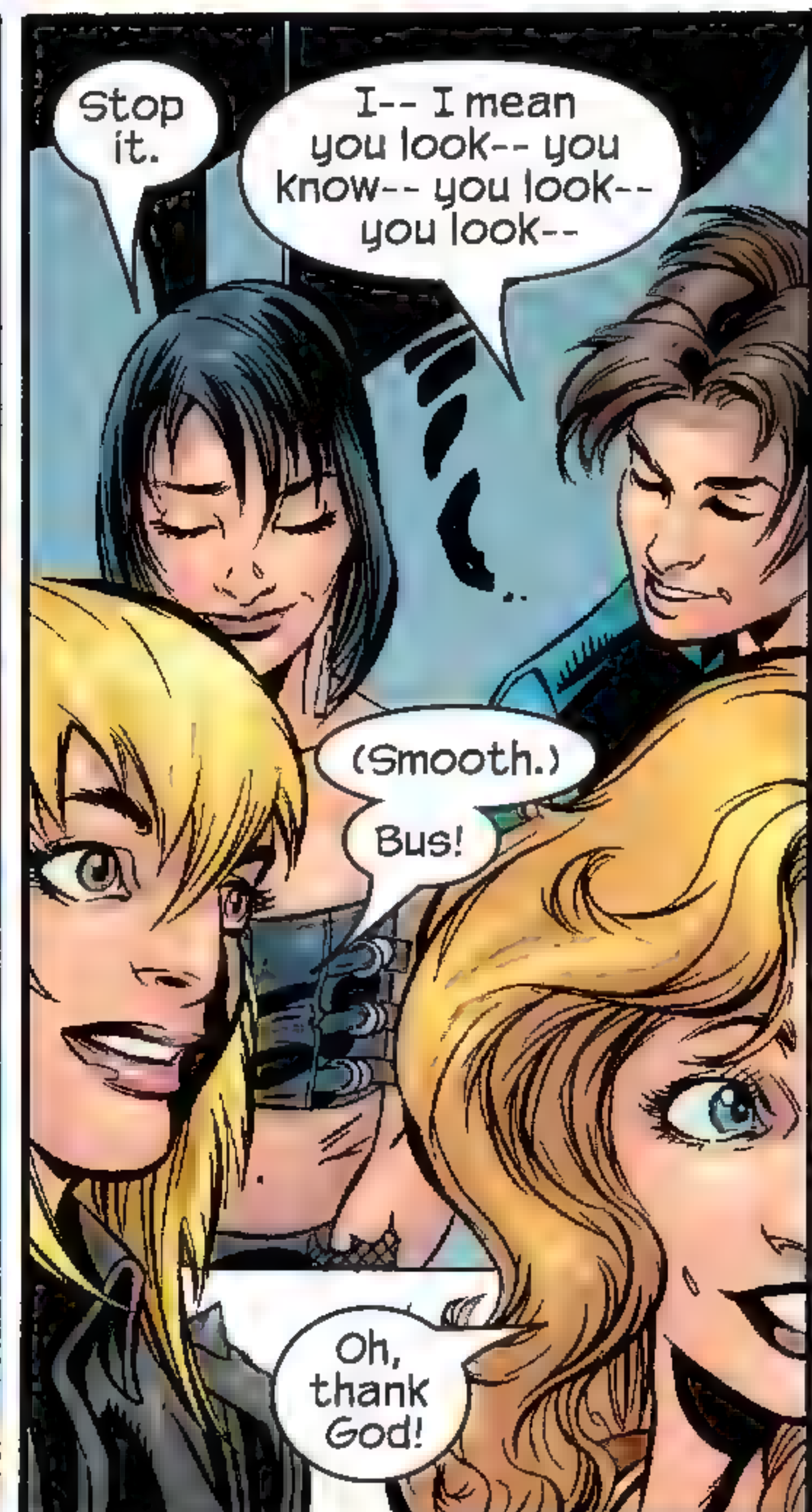
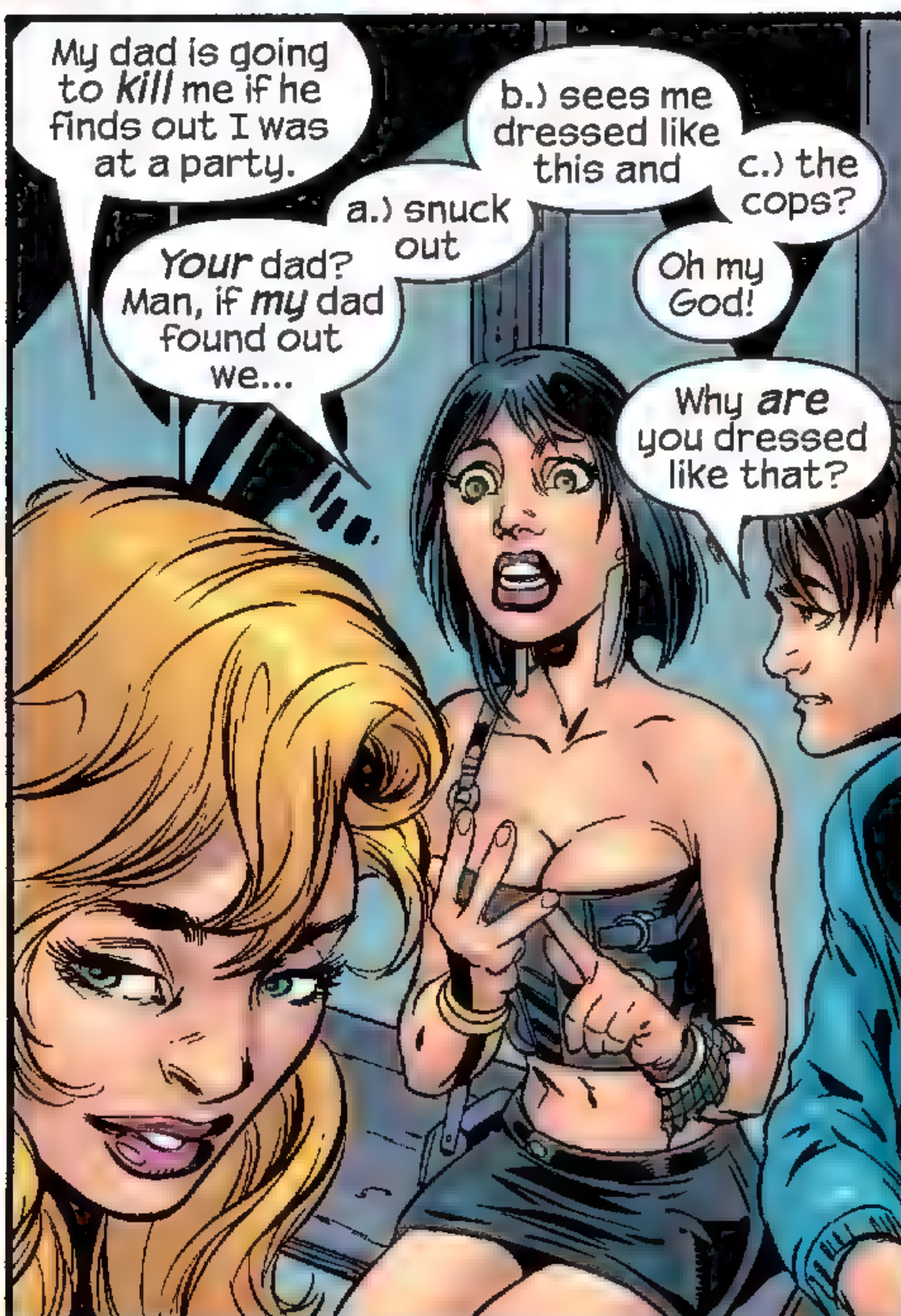
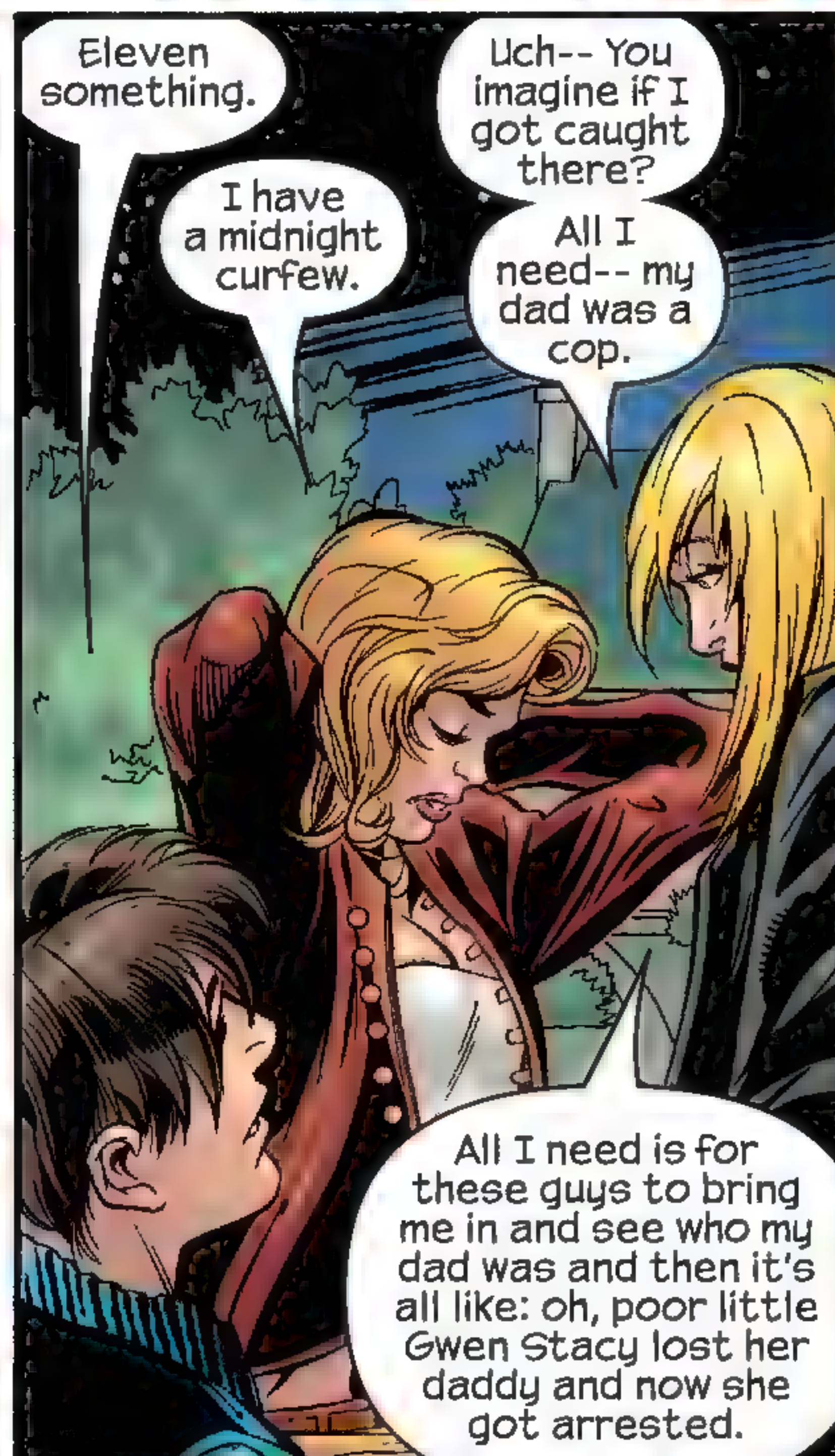
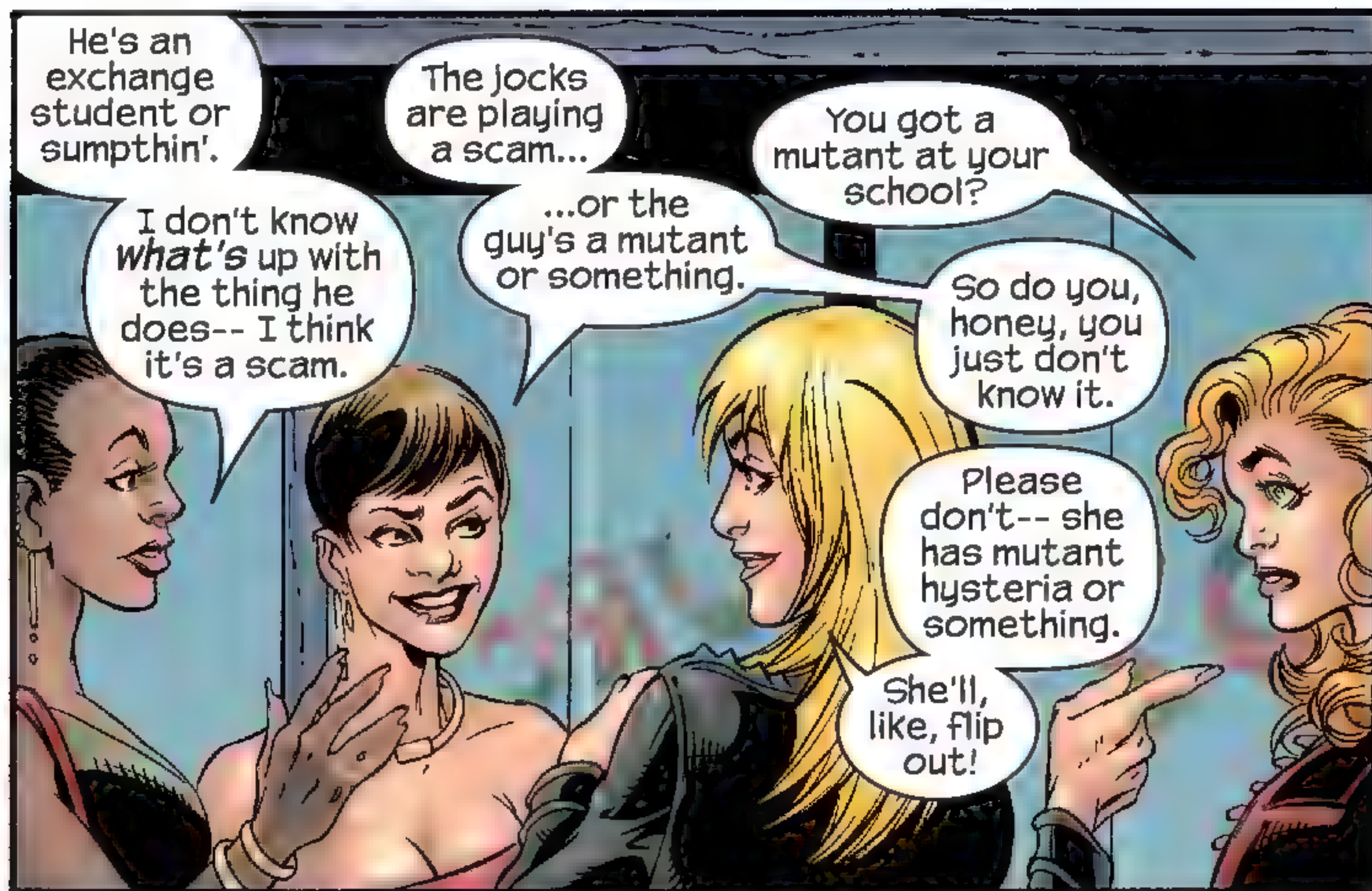


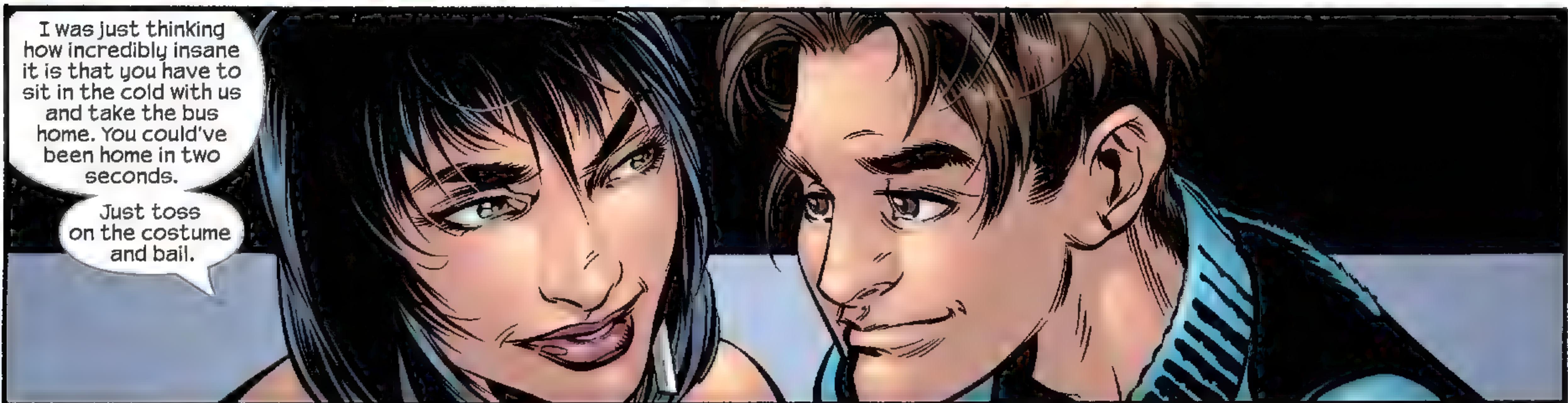
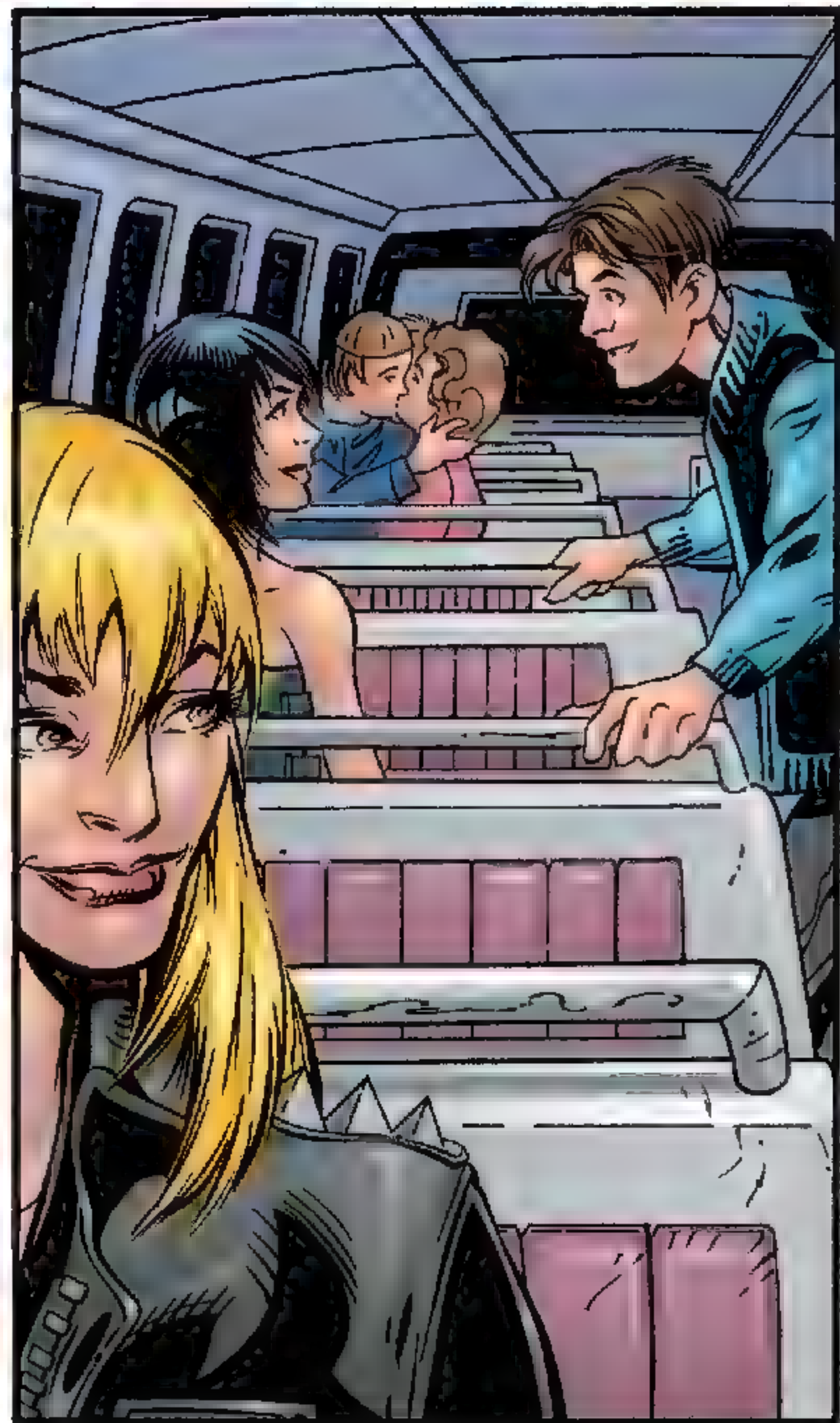
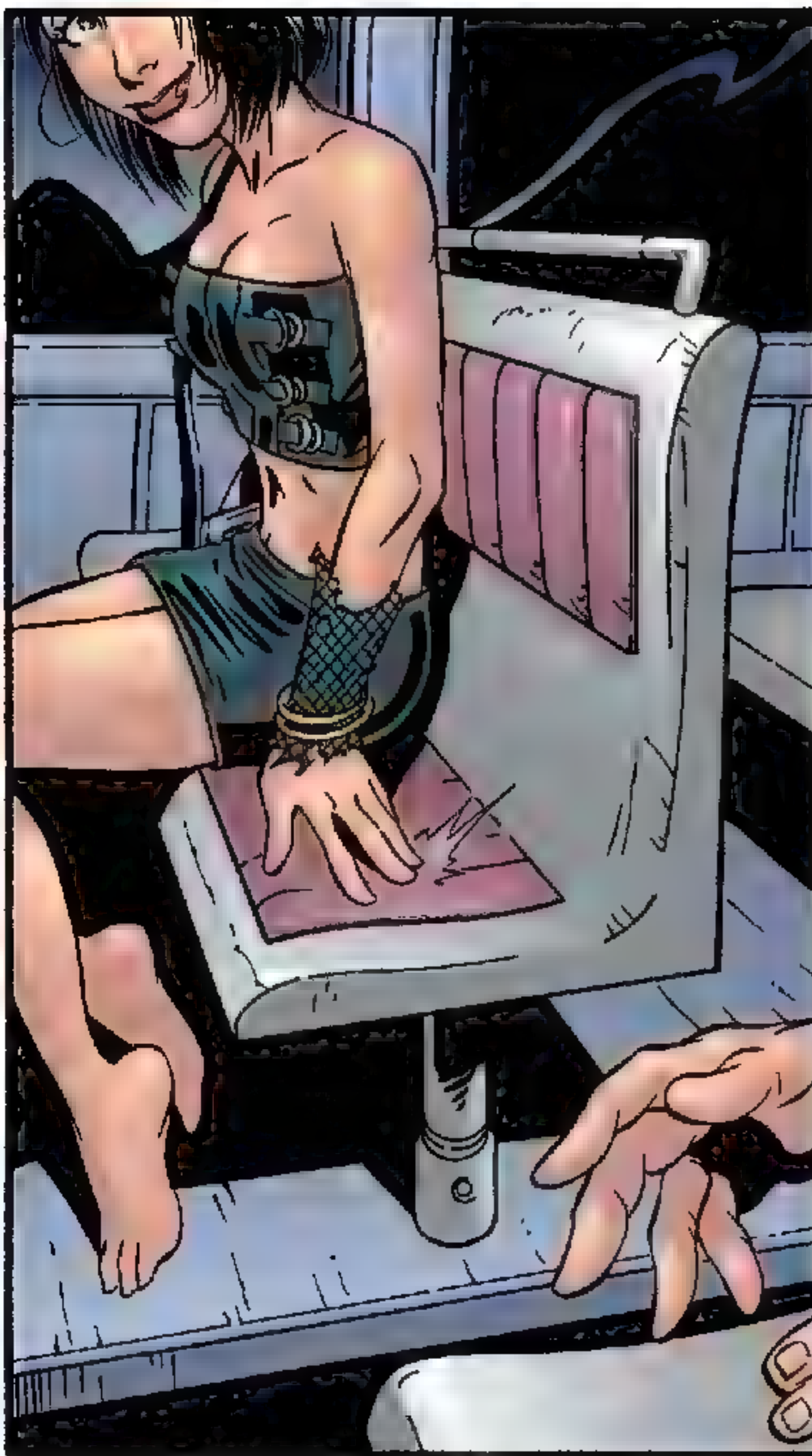
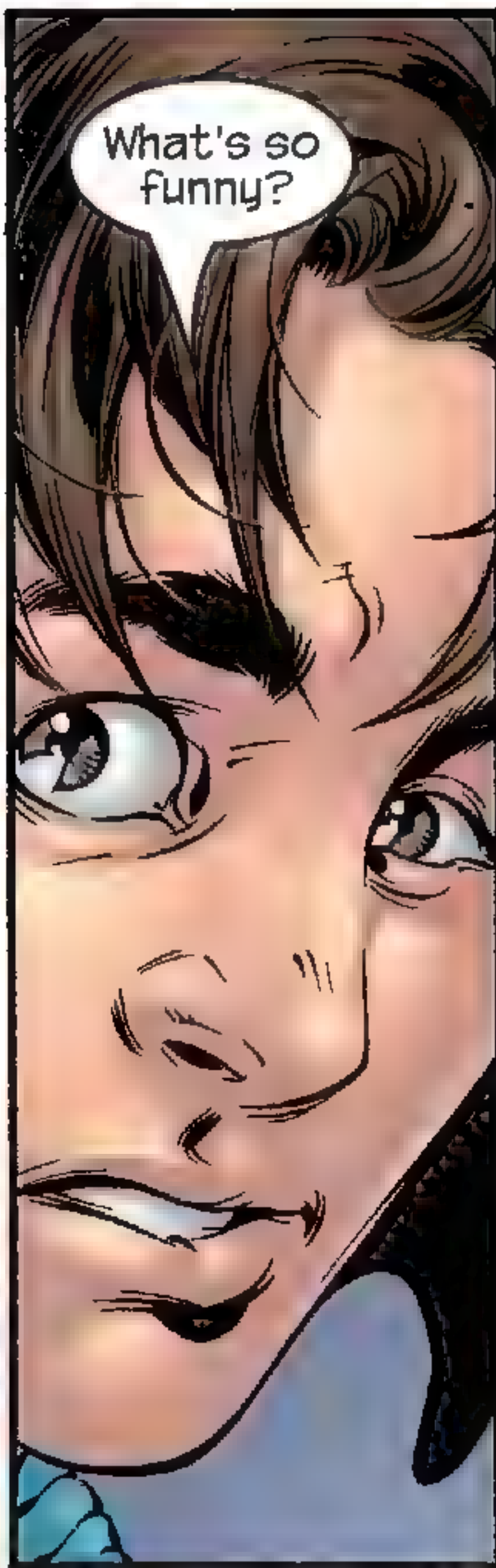
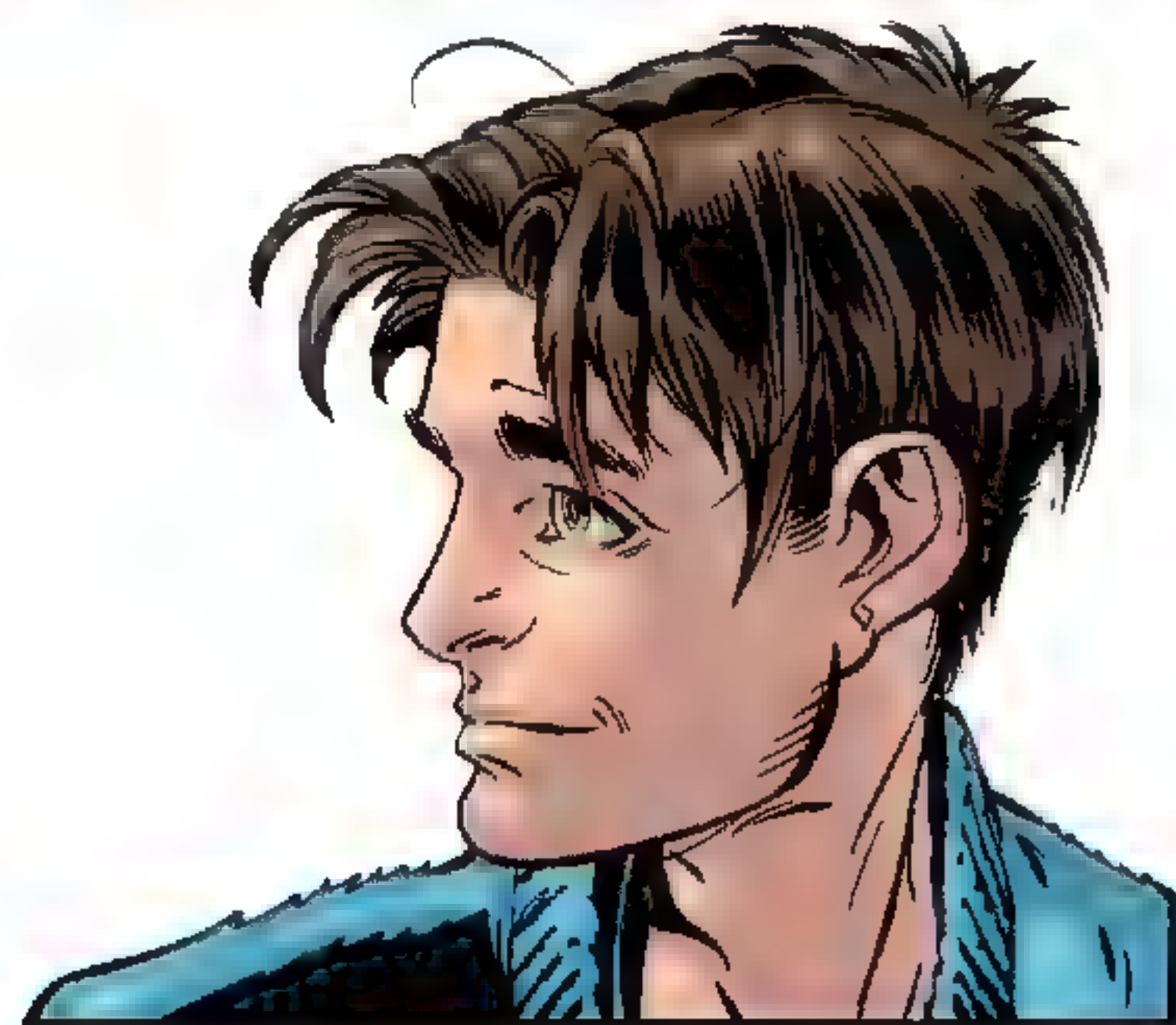
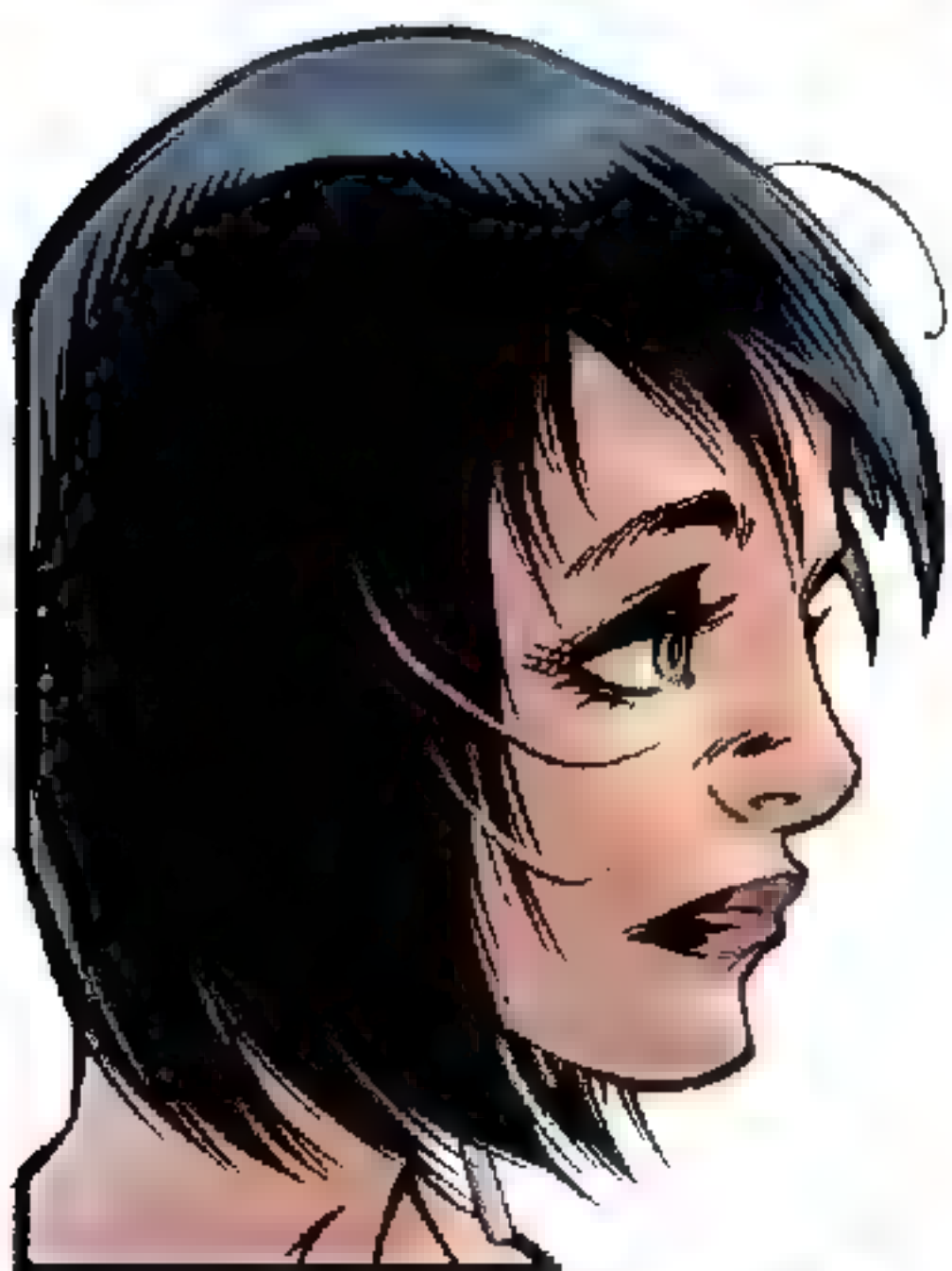
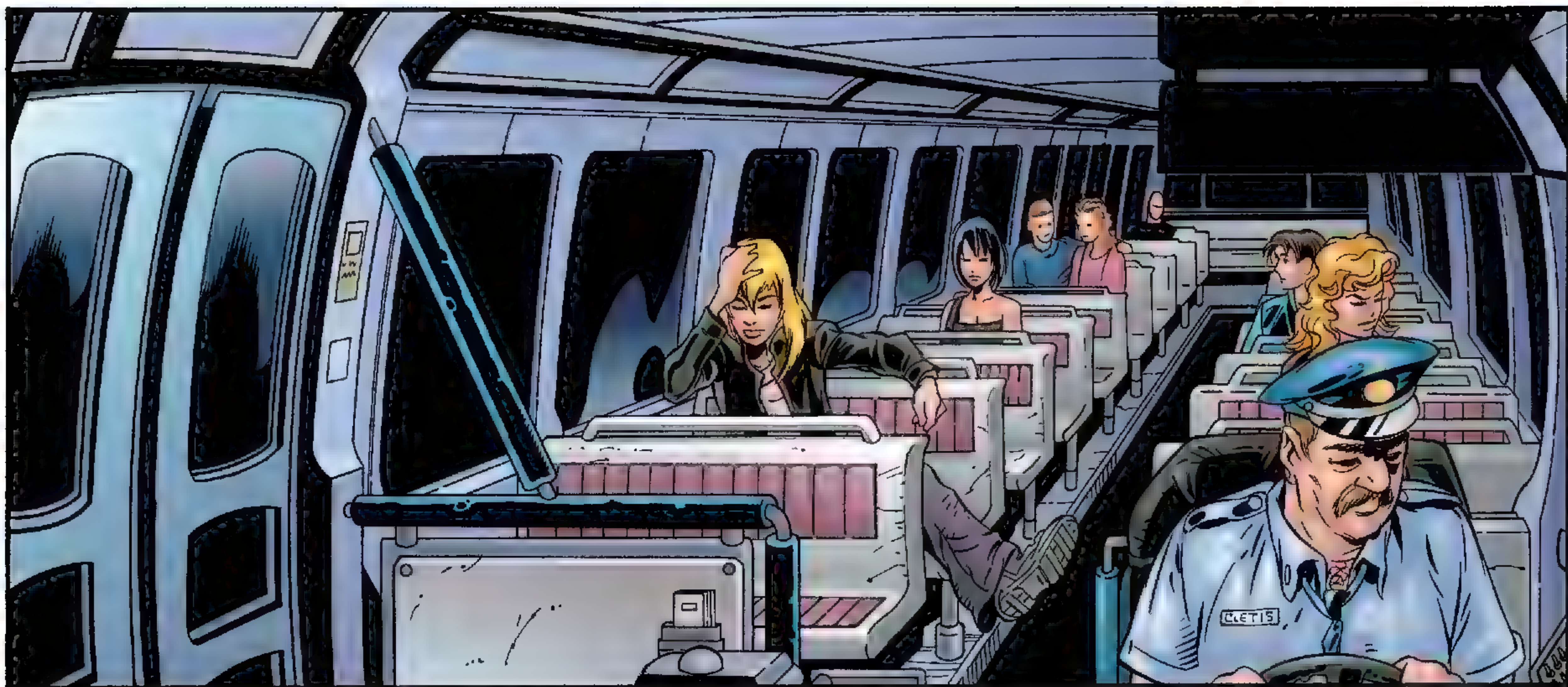
Dude's name is Geldoff.
(...or somethin'.)

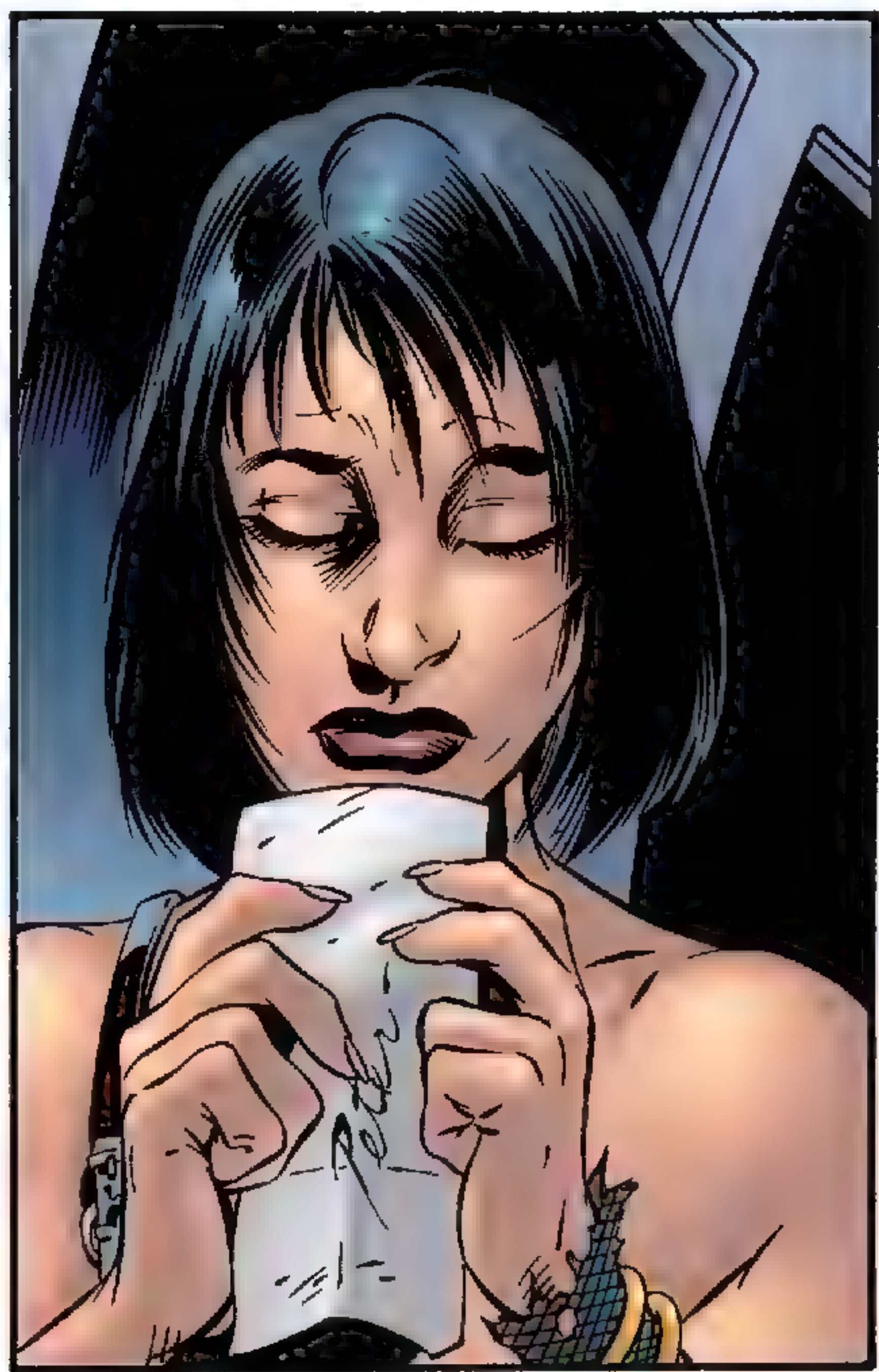
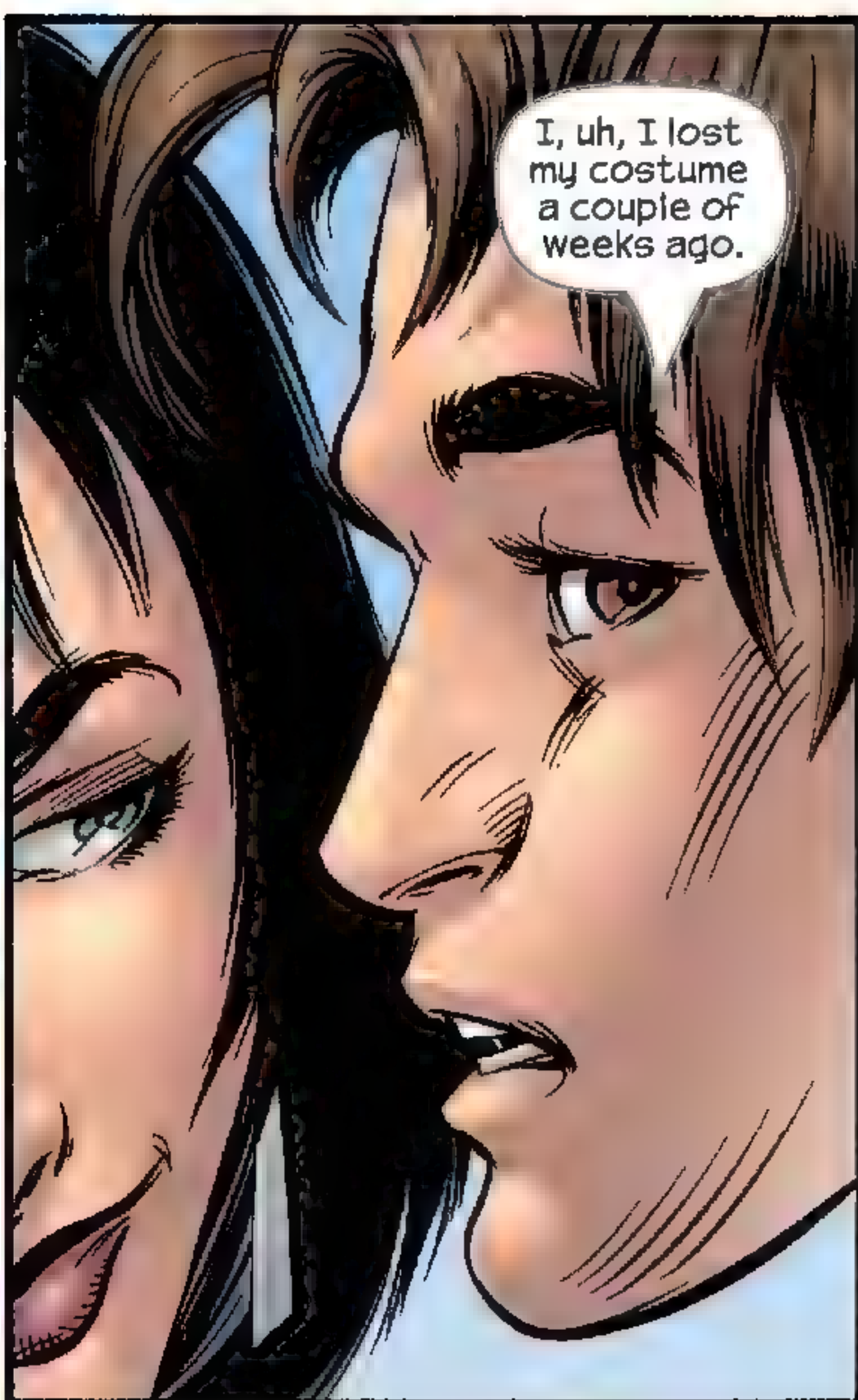
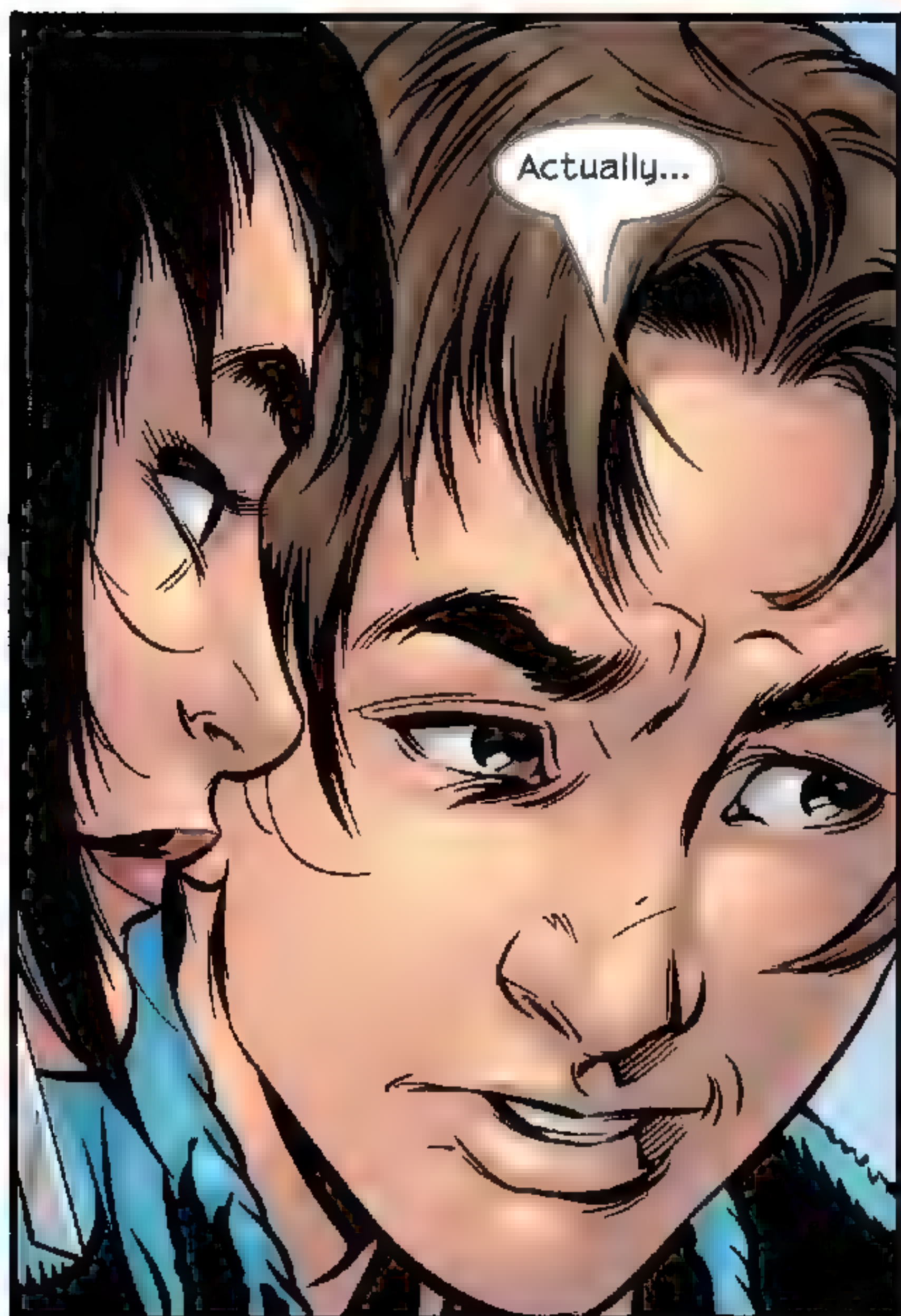
Goes to our school.

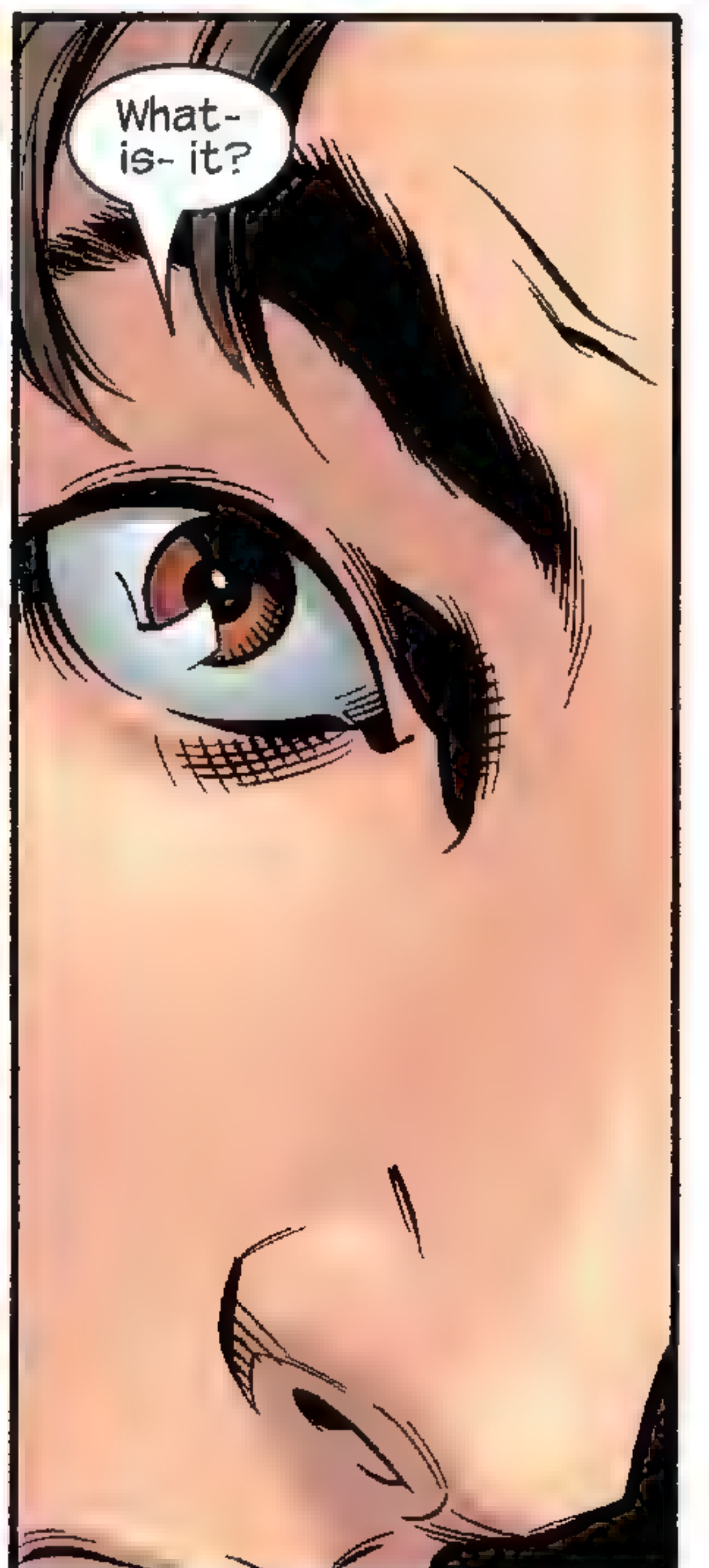
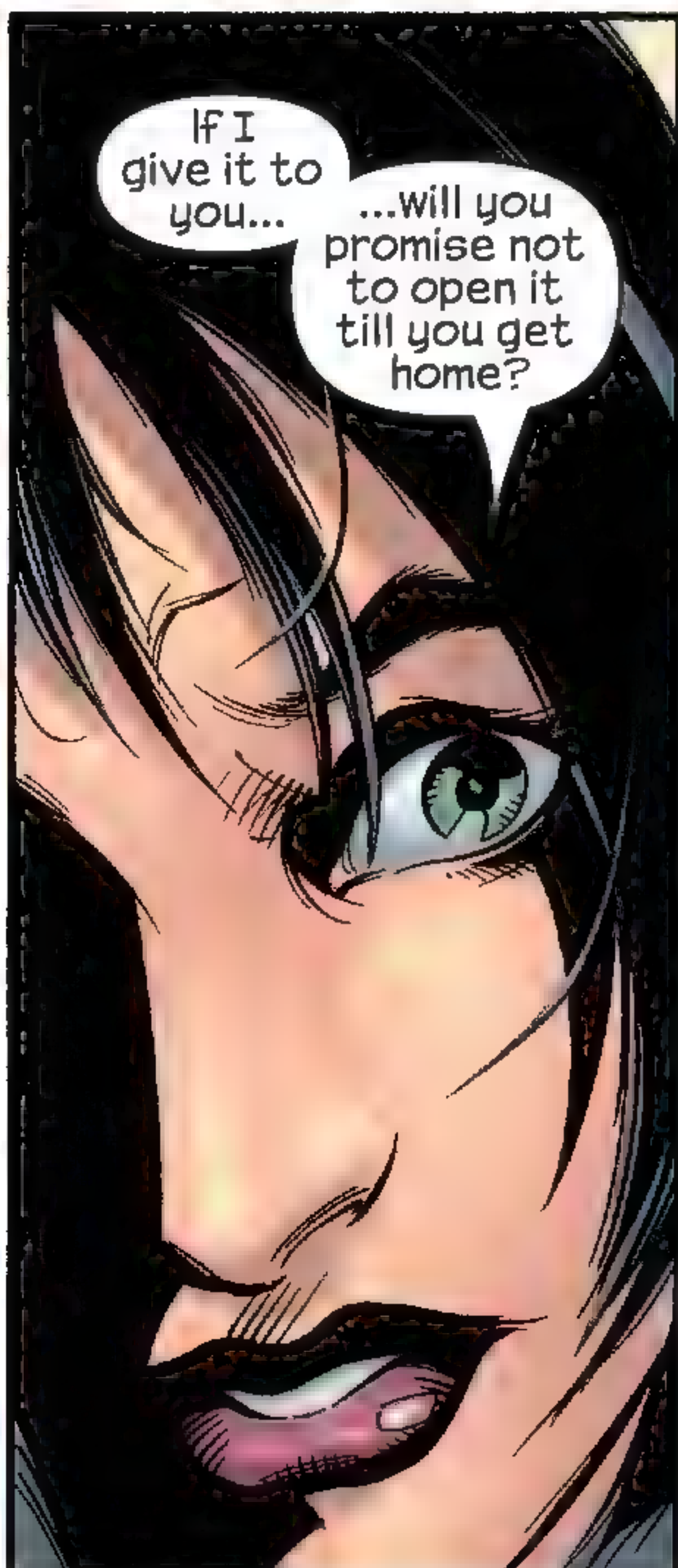
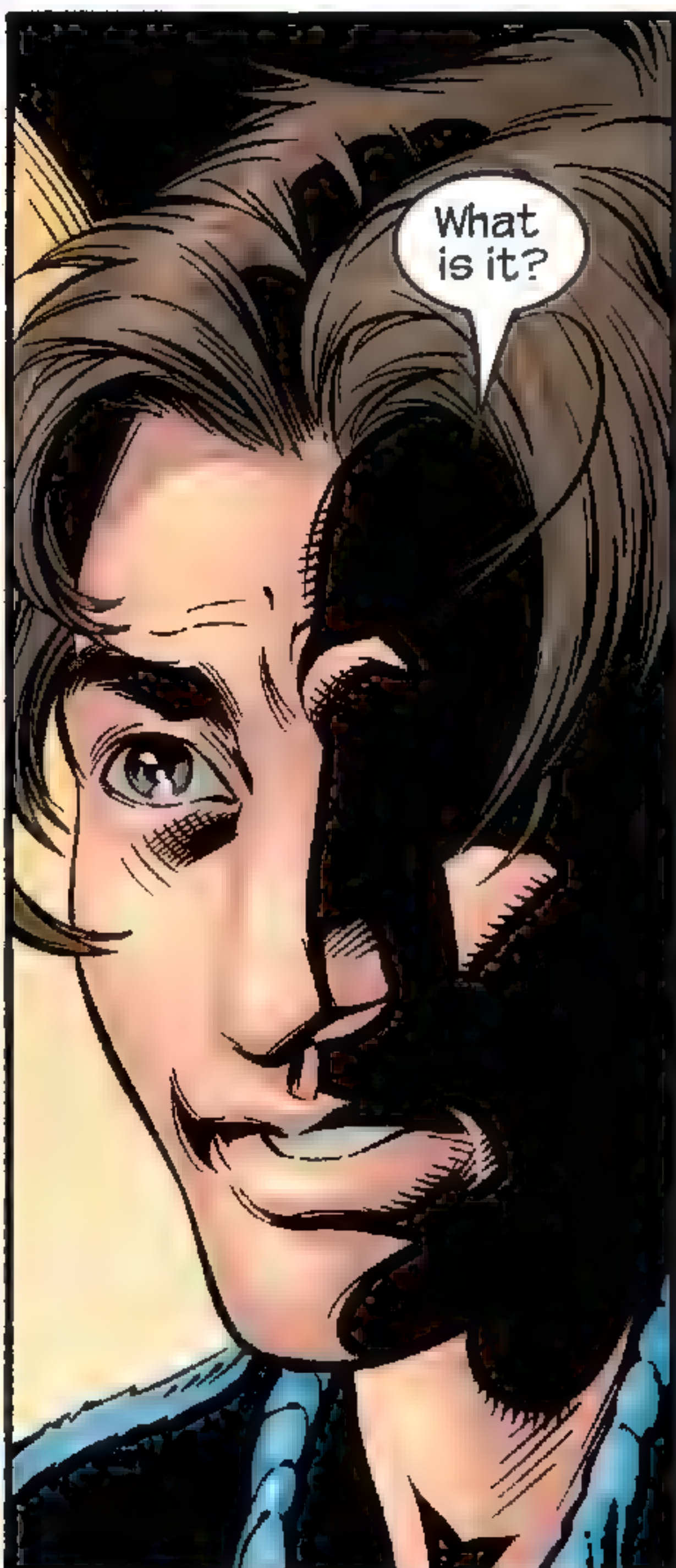
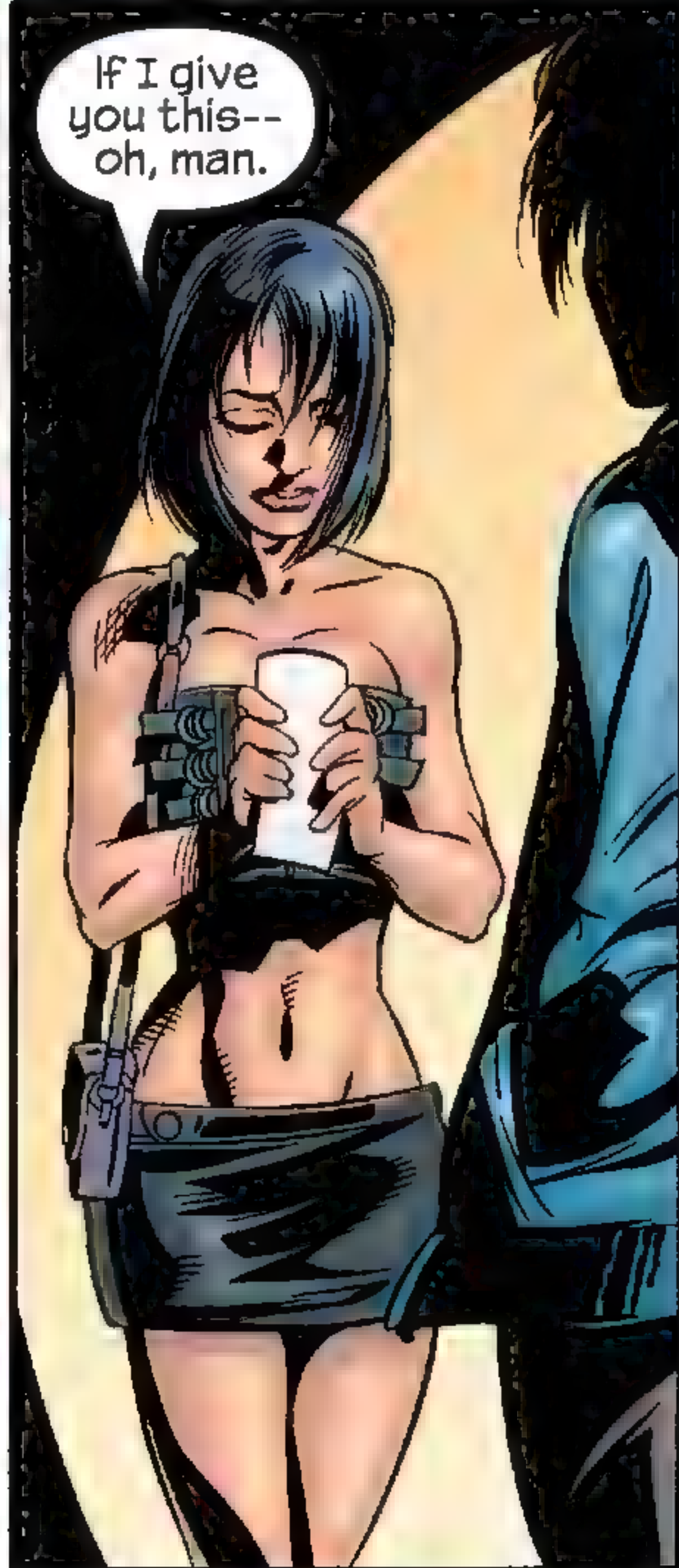
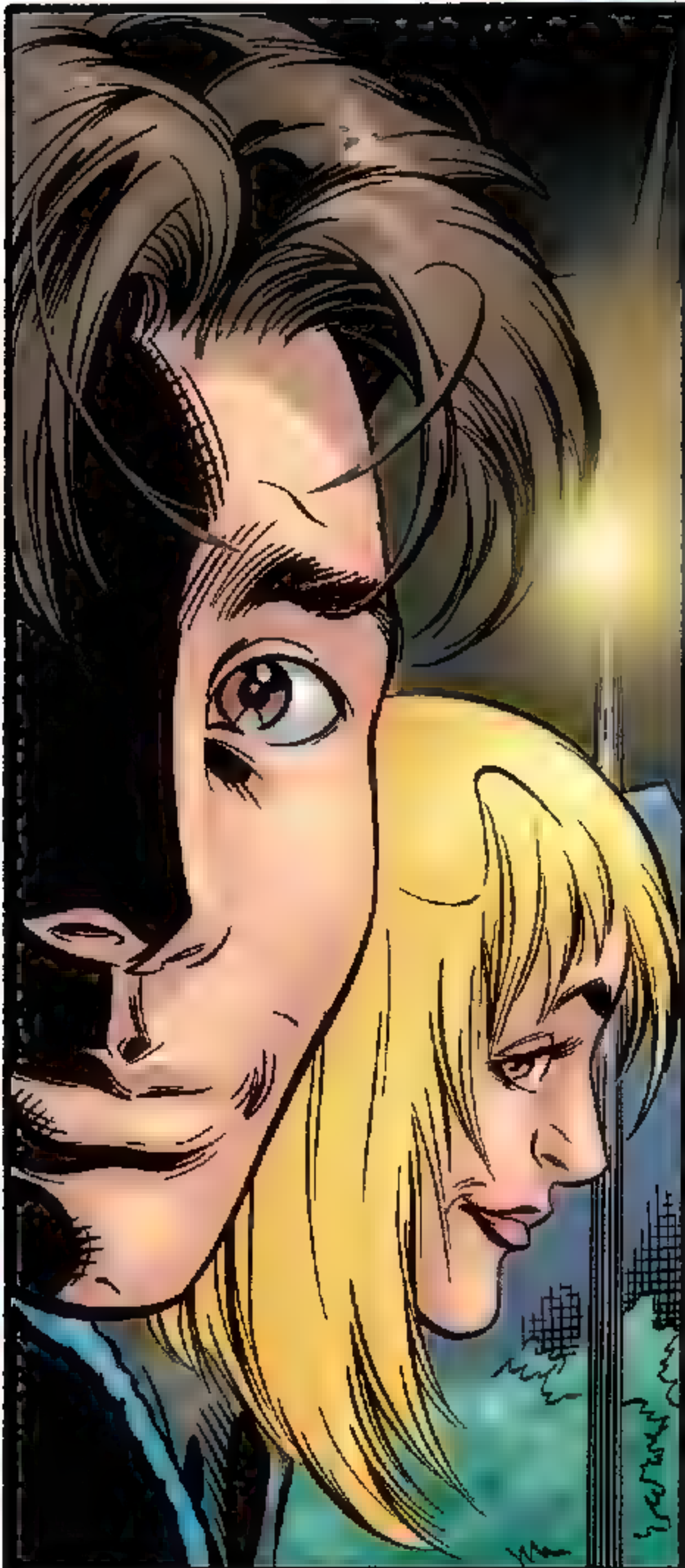
You know him?

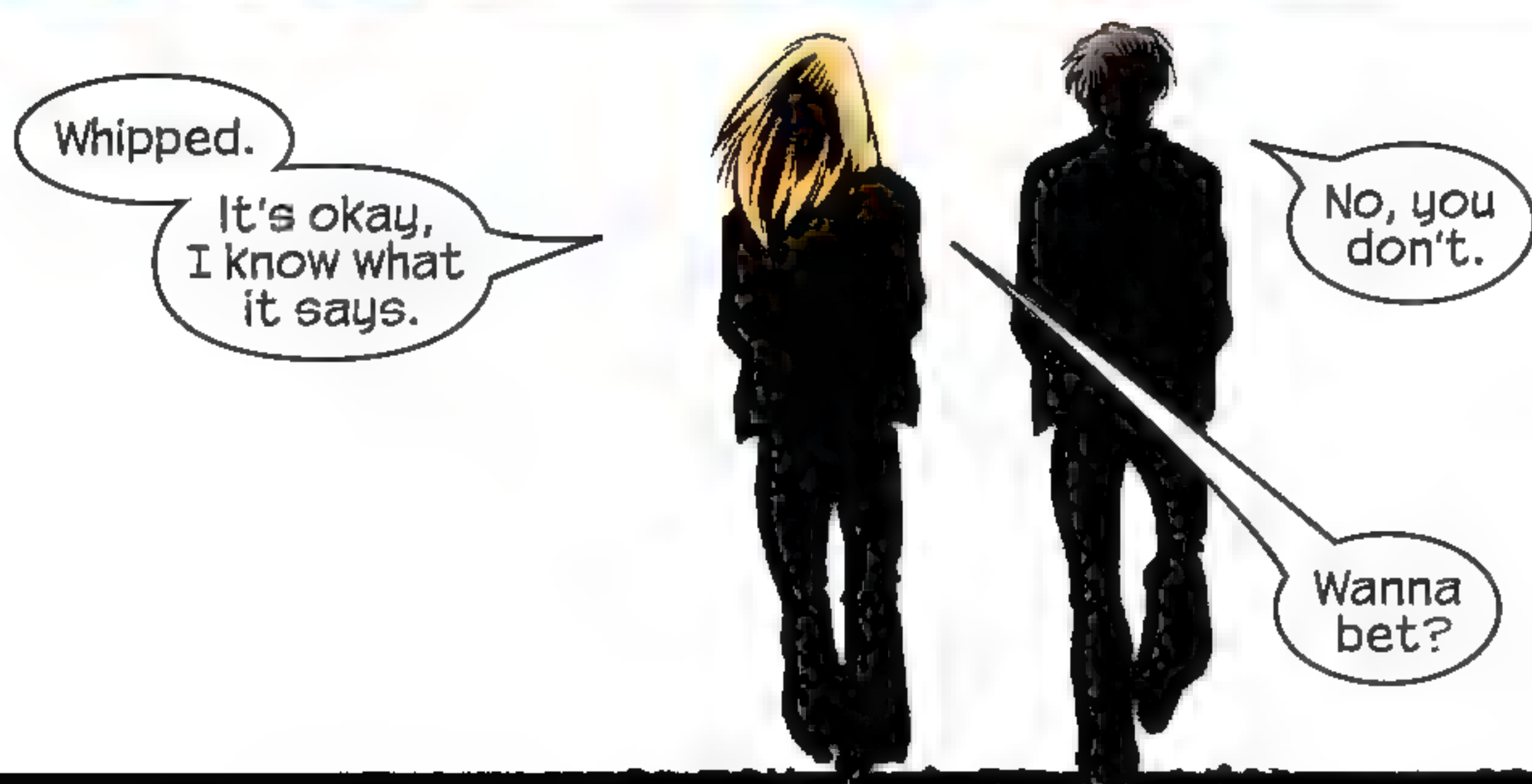
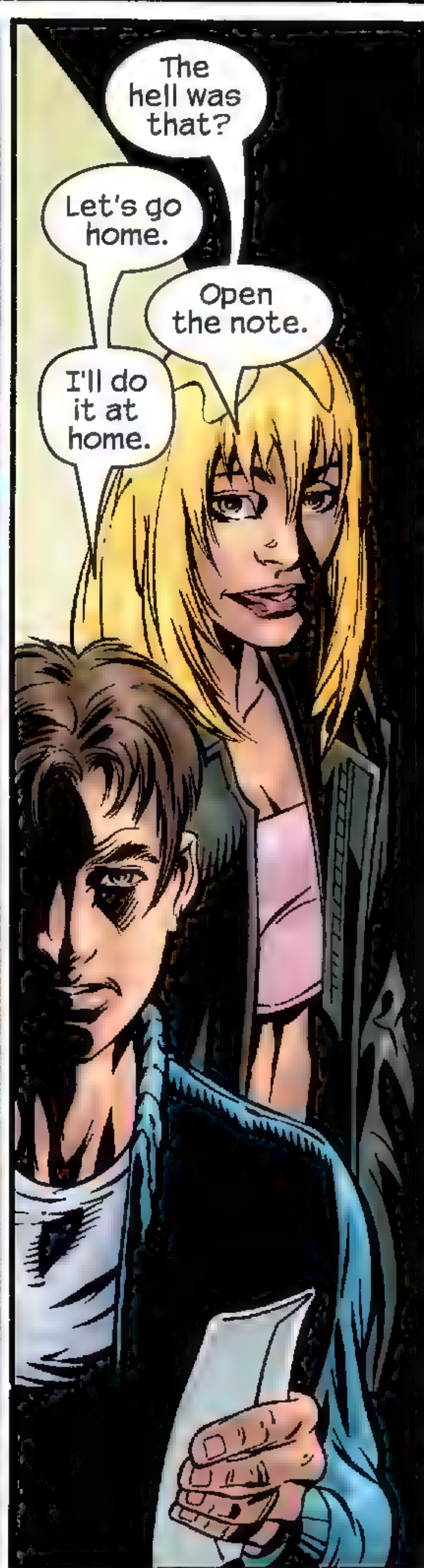
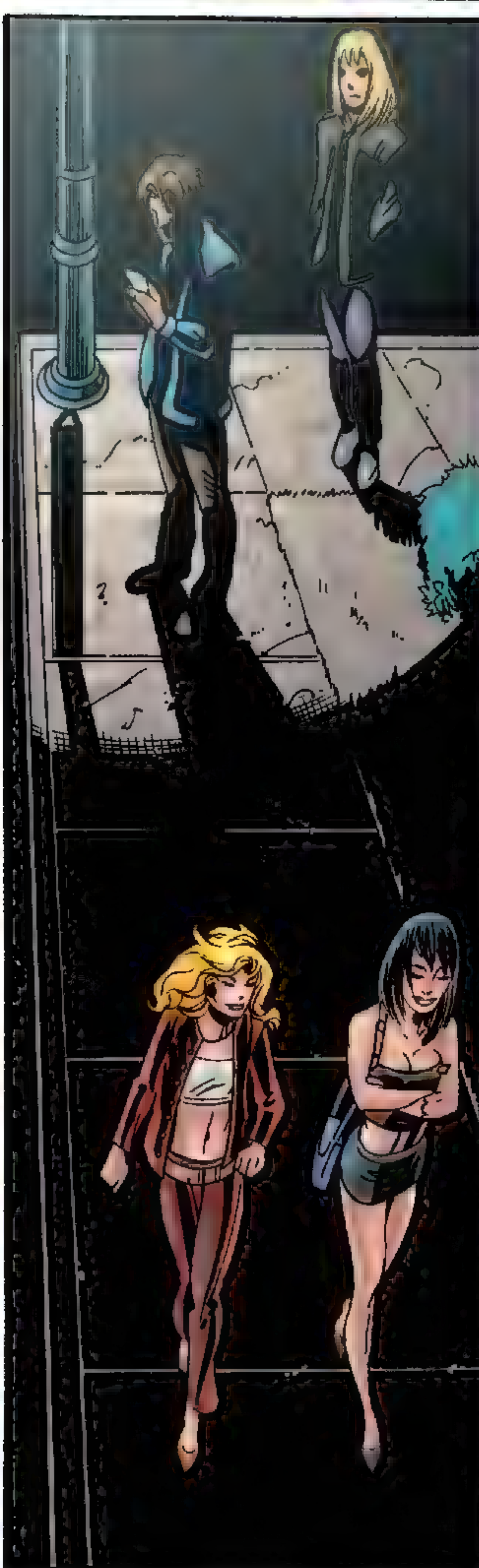
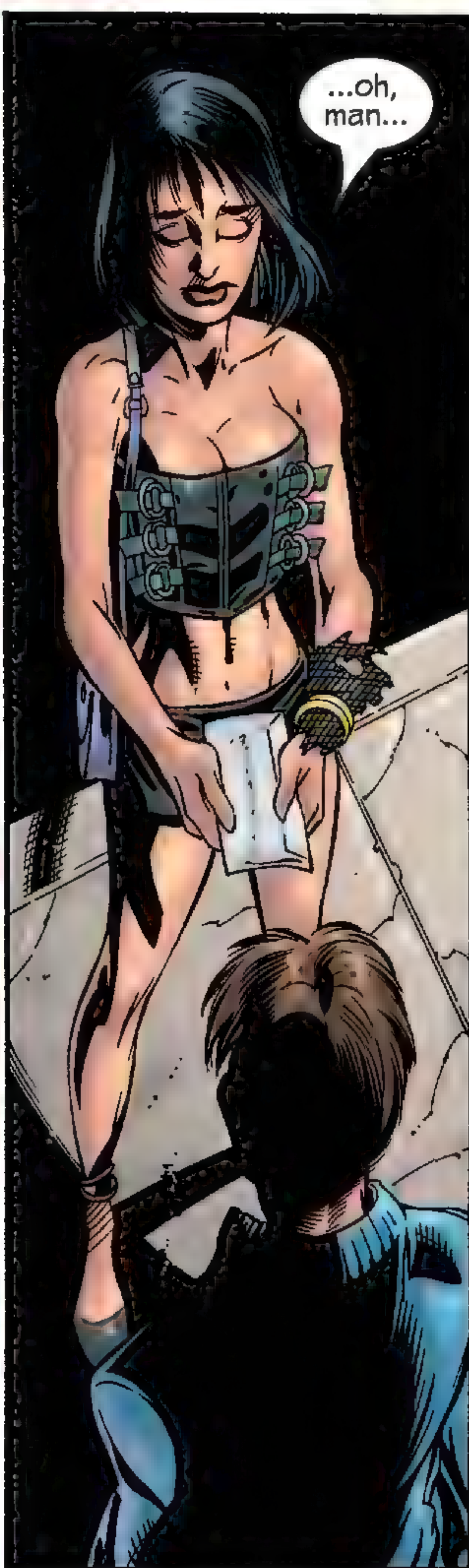
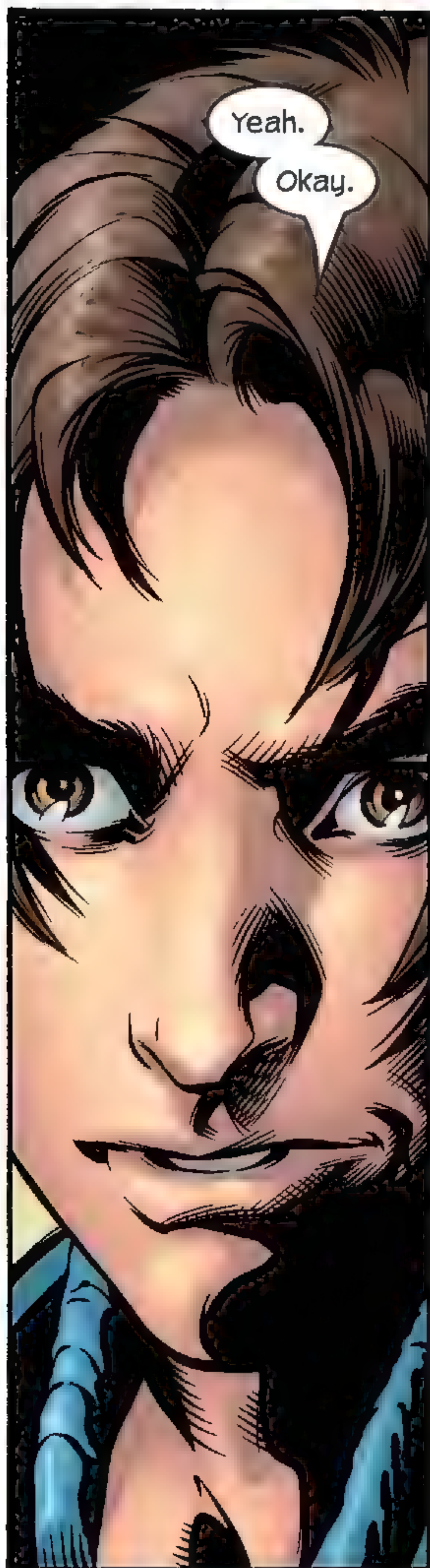
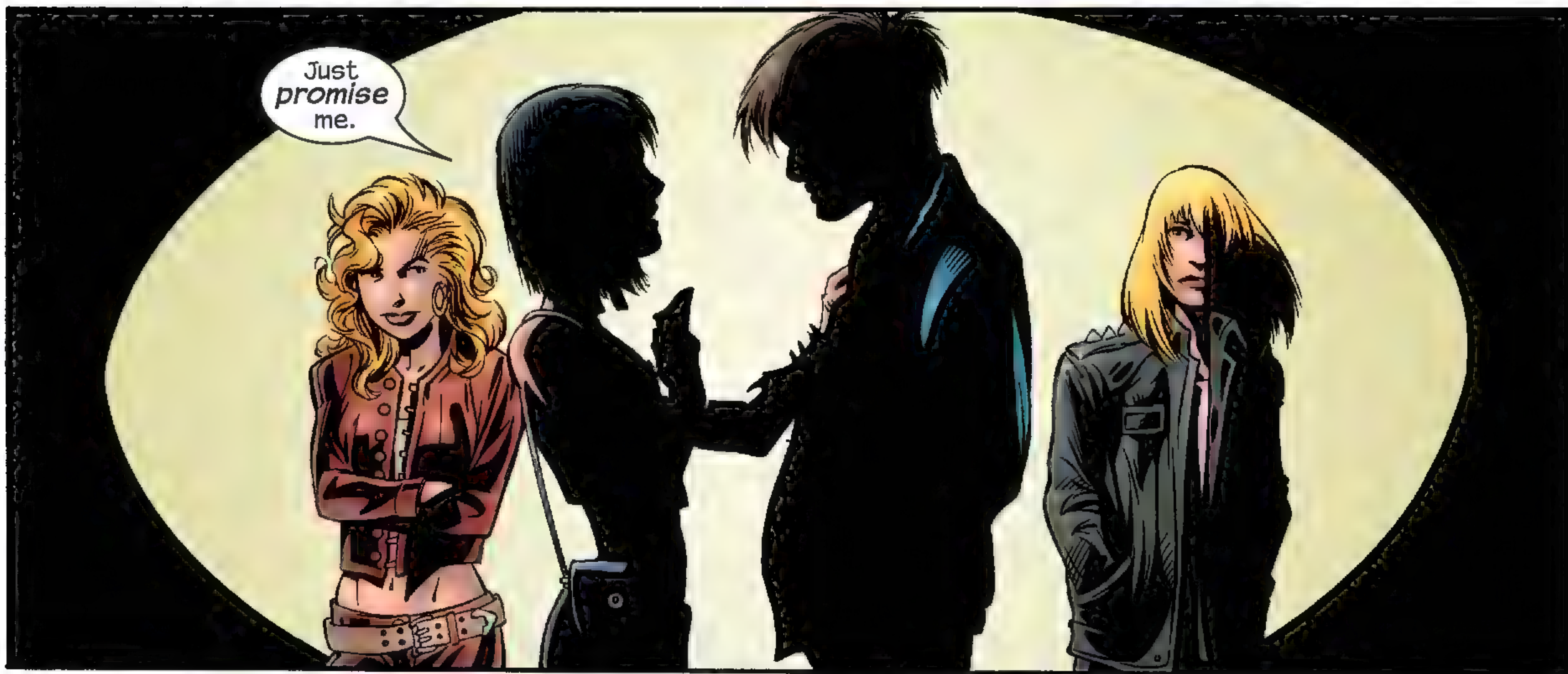












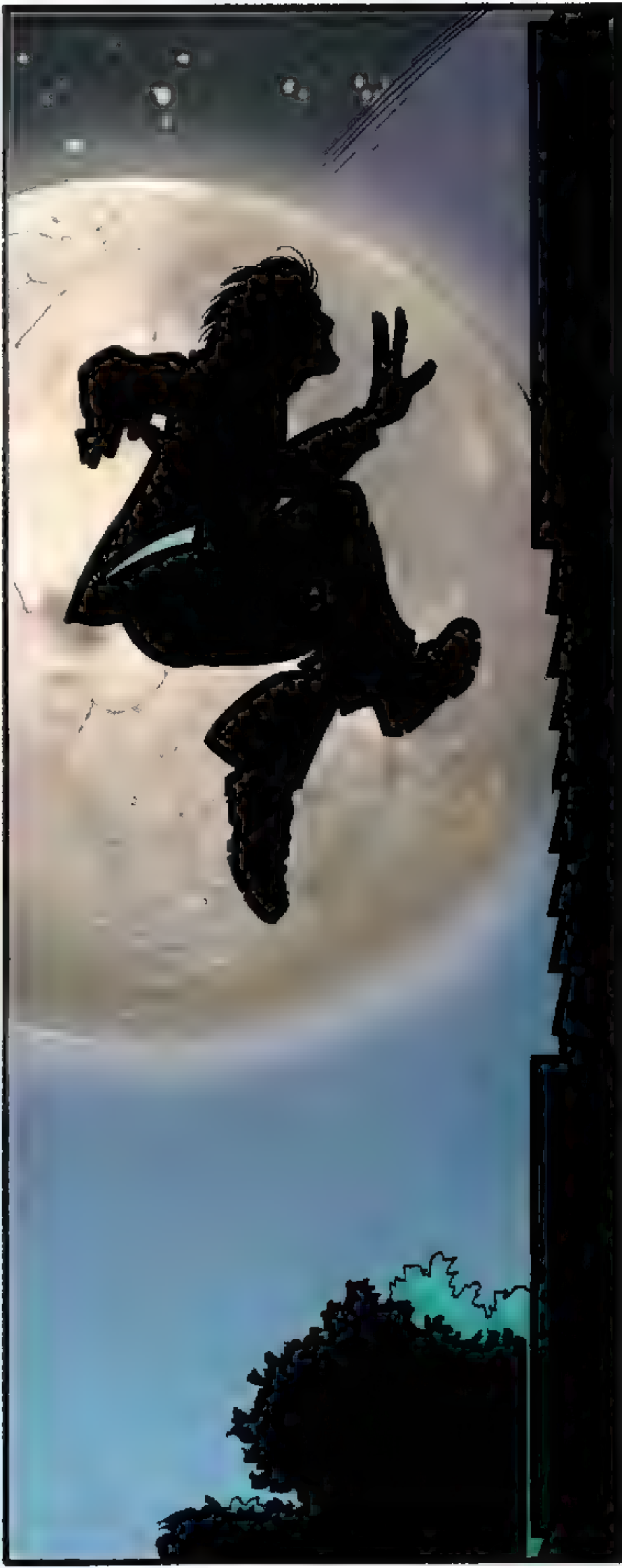
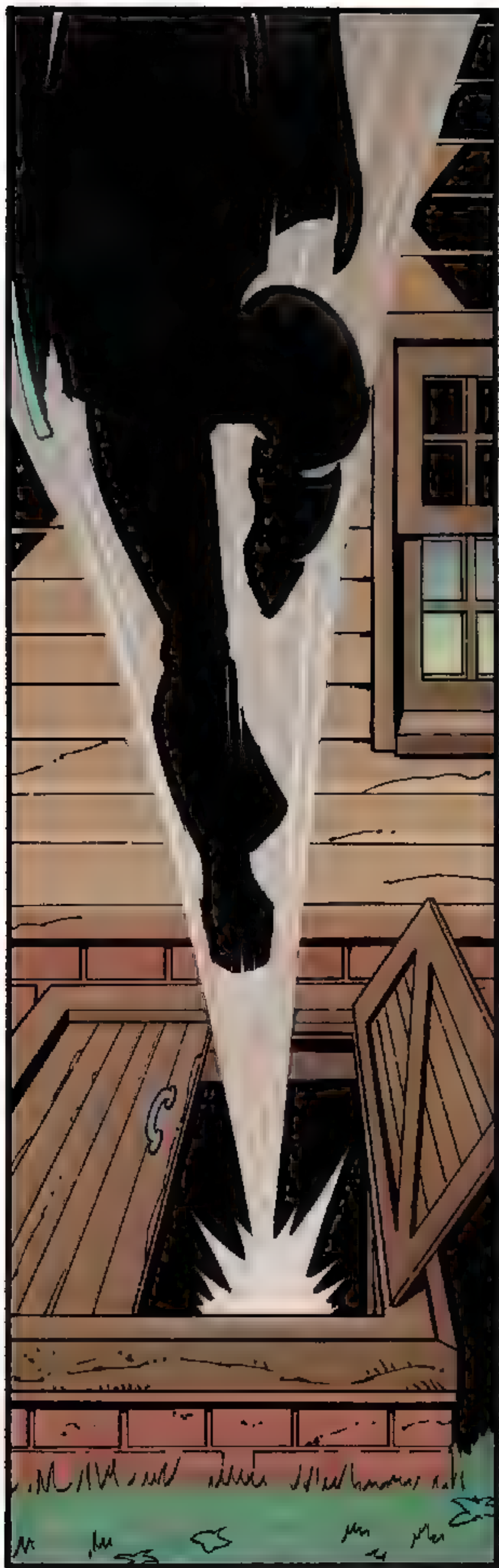


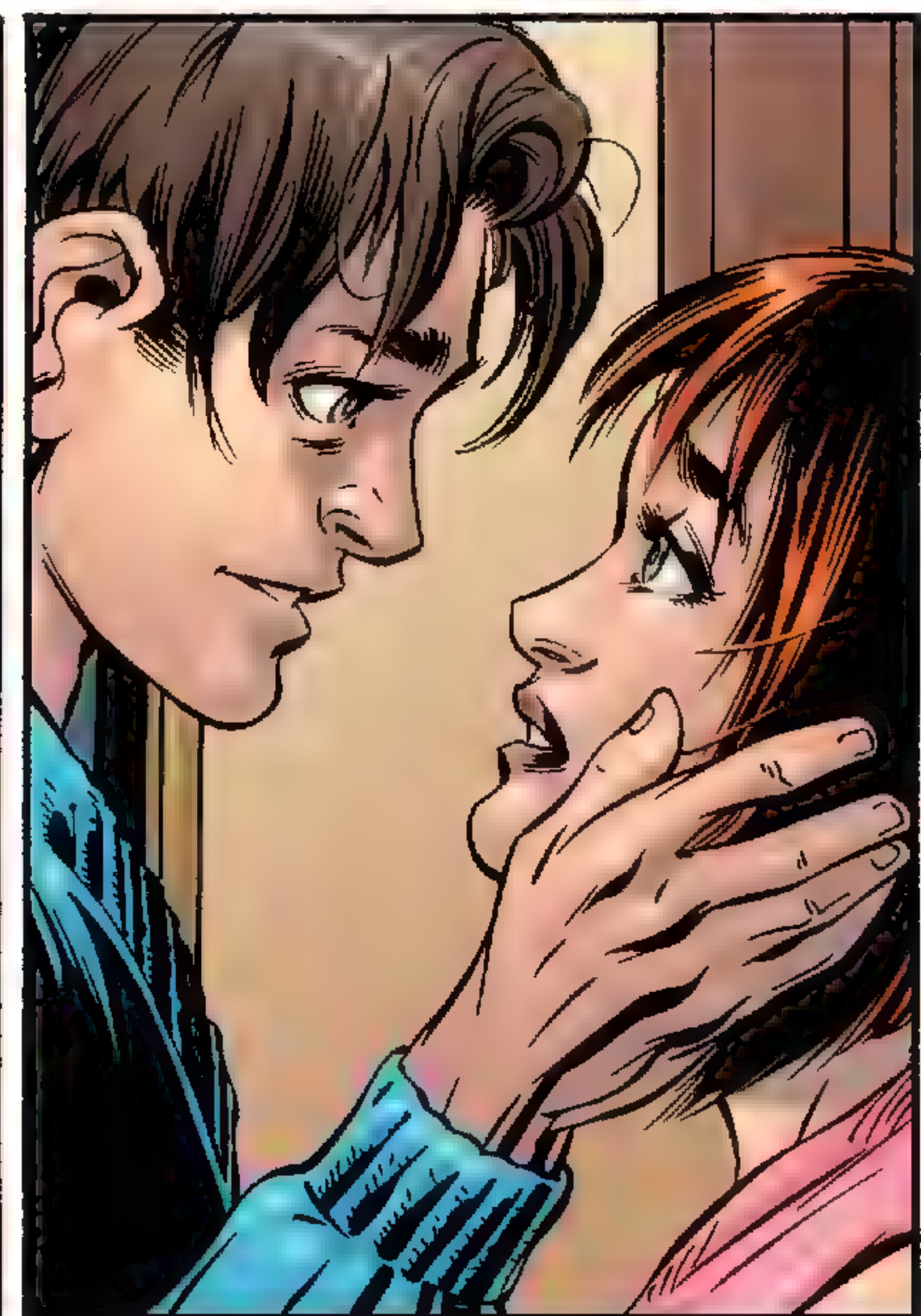
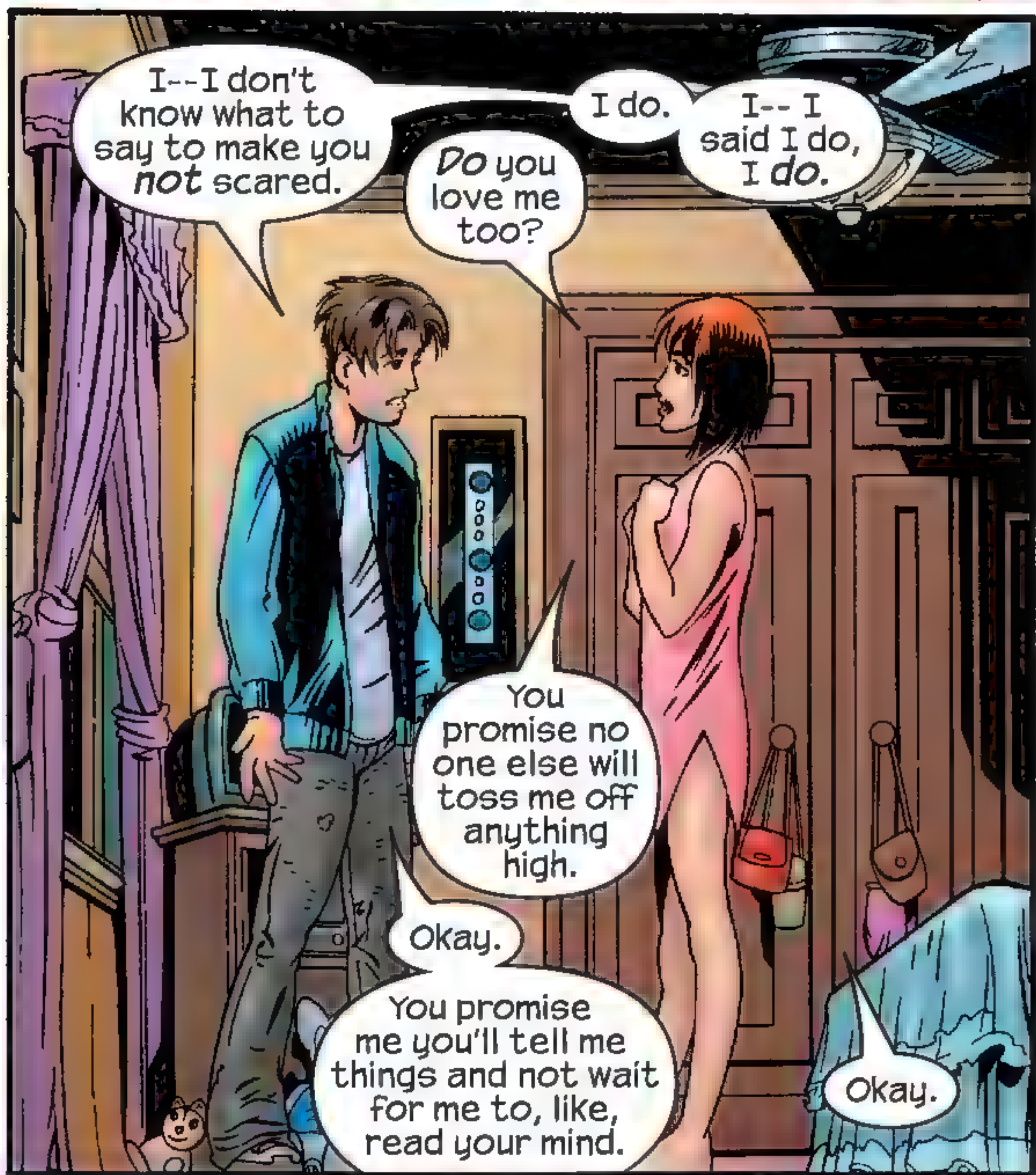
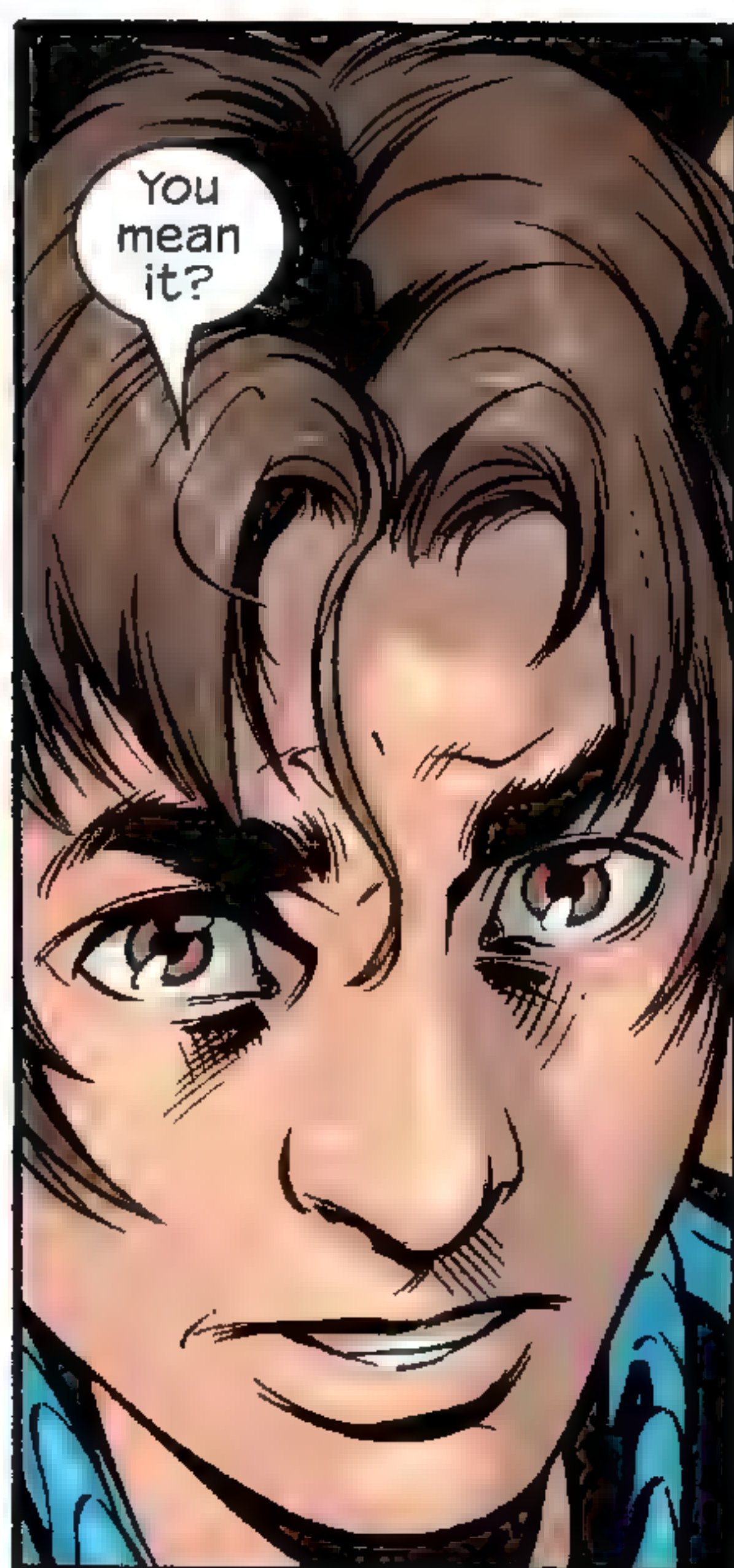
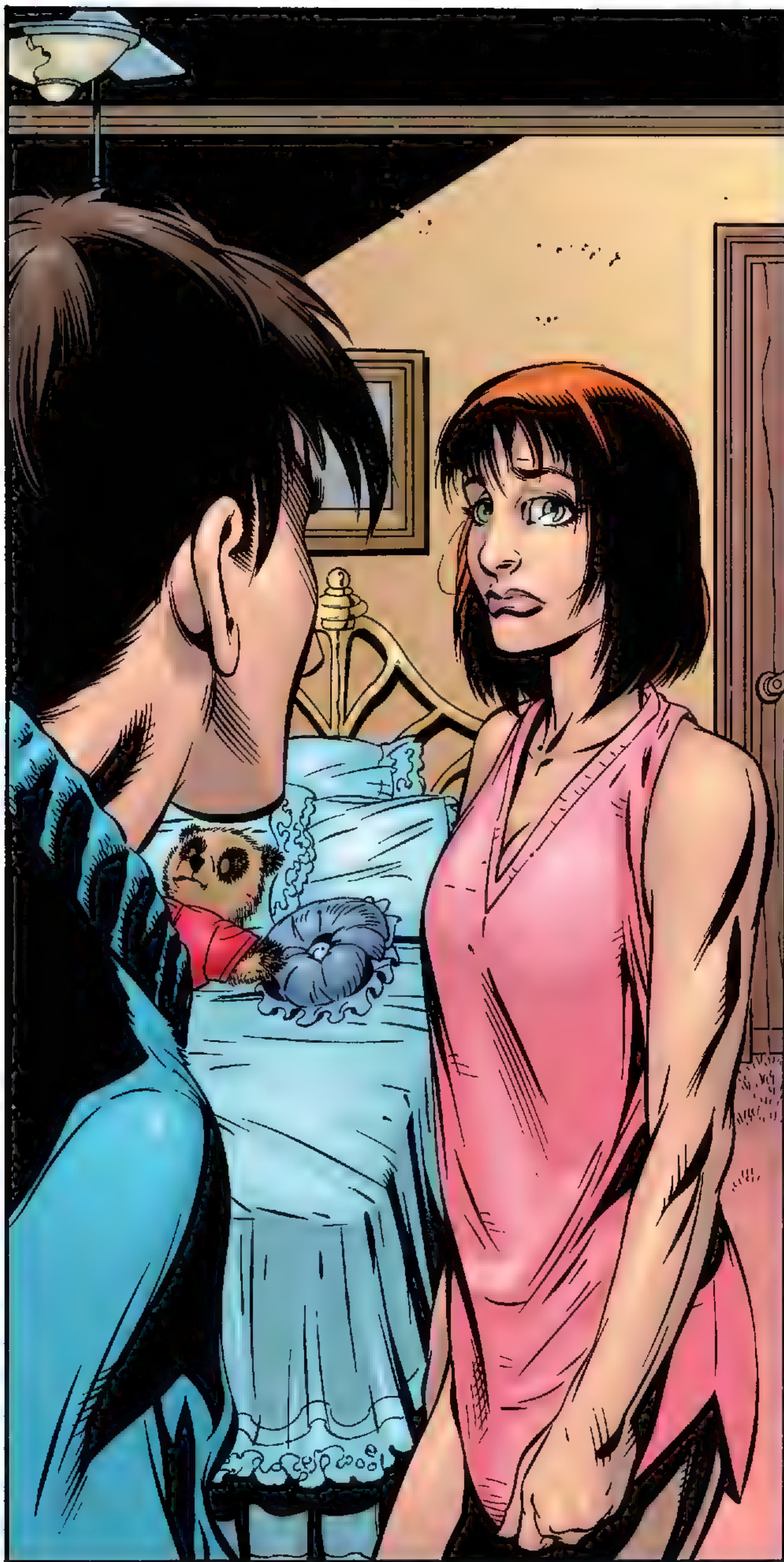
Peter,
If I get the guts to ever hand you this. Peter,
I'm just going to come out and say it.
I Love You.
I Totally Love You.

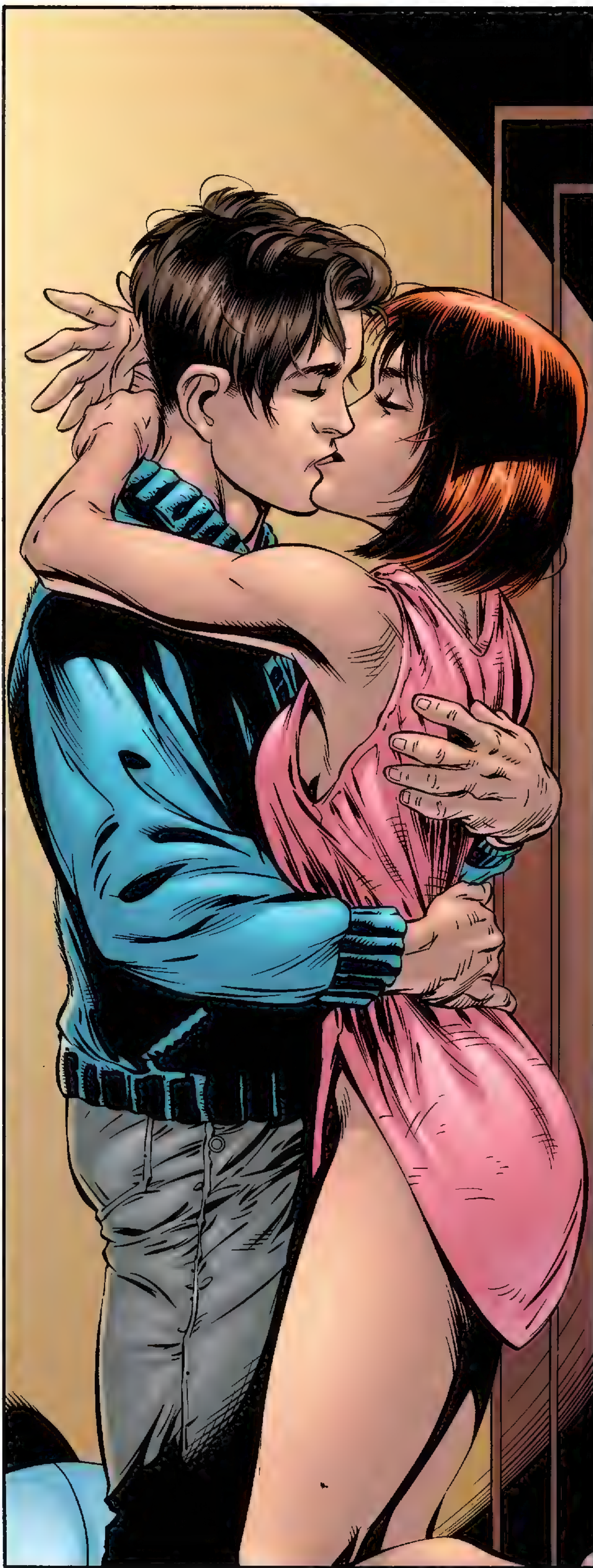
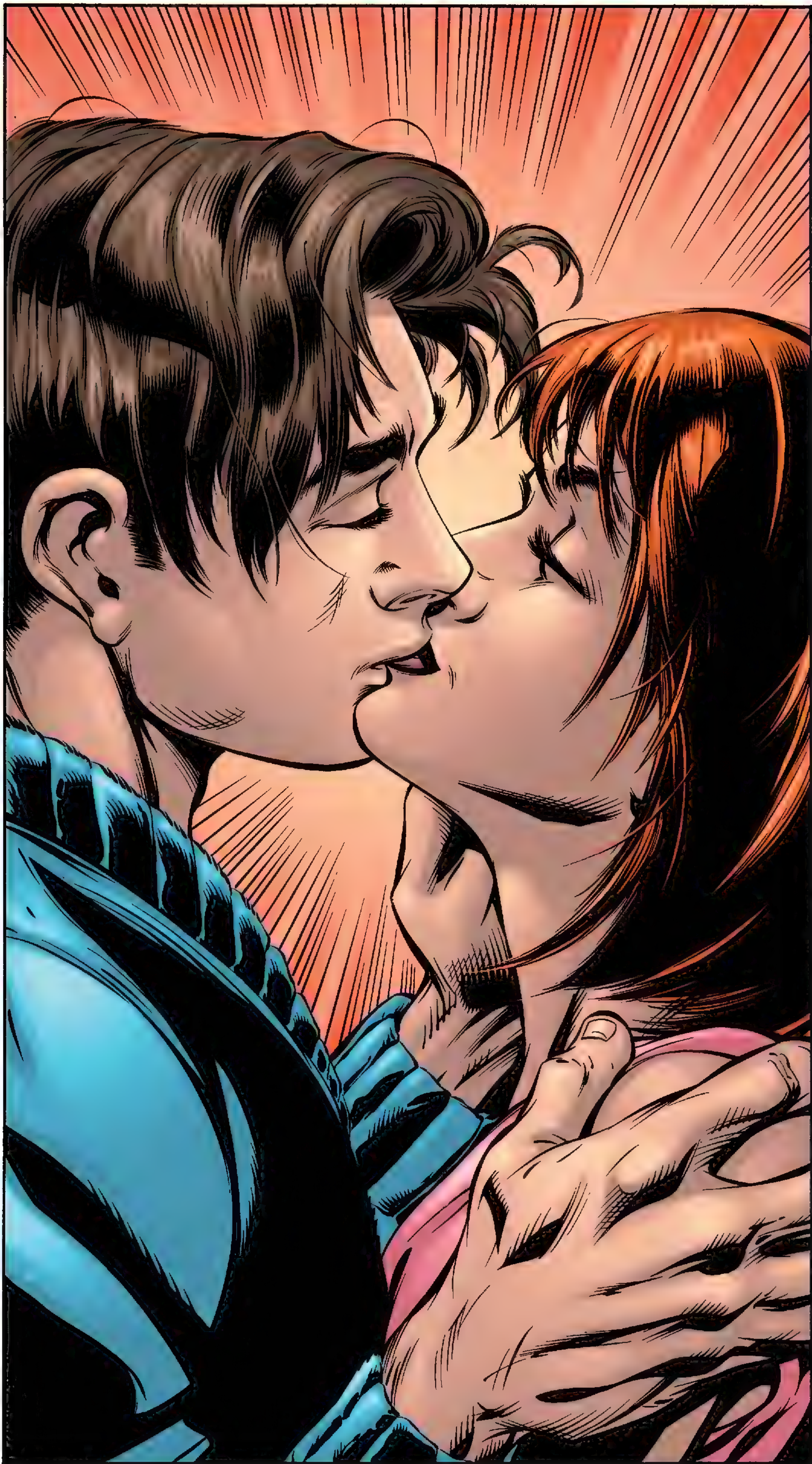
I have loved you for a very long time. Since way
before you got bit by that spider. Since way
before all of this stuff with us.
Tonight you came over my house in the pouring
rain and I know you had a lot of other
things you wanted to say to me and I can tell
you've been going through a lot of stuff.
You told me you love me too. You do, you love me.
I think I knew you did, but you actually
said it and I know that's a big thing for you.
almost fainted.

You have no idea how sorry I am for the things
I said that day in the bleachers. Not what I
said but how I said it. You're my best
friend and I don't want to live my life without
you. You have no idea how miserable I've been.
I need to find ways to communicate myself more.
I need to help me do that but I am so
scared of how serious my feelings are for you.











He rules?

How does he rule exactly?

Who is this guy?

I gotta get over to that other school and figure out what the deal is.

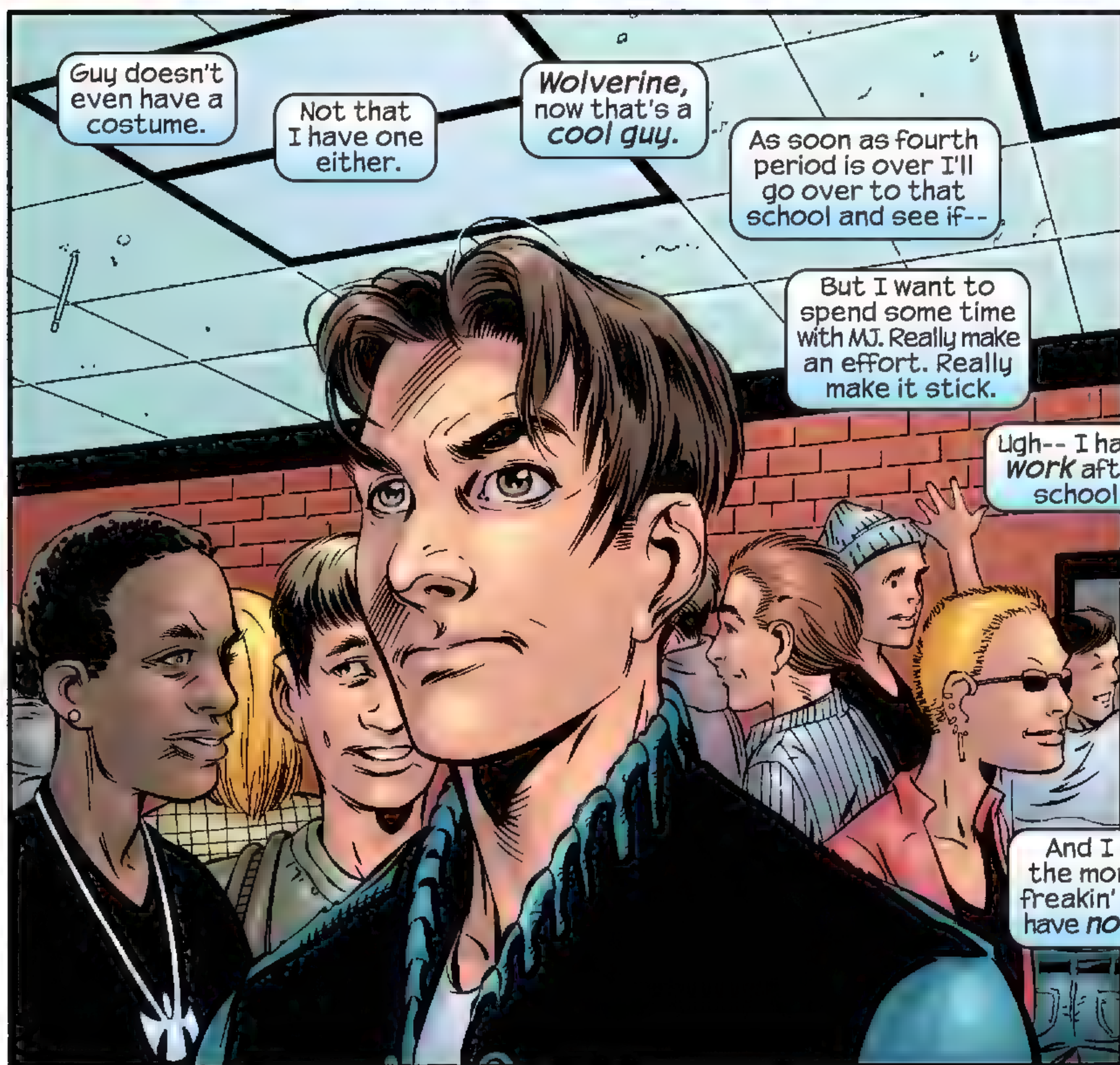
The whole thing is kinda wacky.

Do like the idea of meeting another guy my age with powers...

But odds are he's a yutz. Blowing up cars at a party-- what a tool.



Was he just showing off? Or is he some kind of low rent Doc Ock in training or something?



Guy doesn't even have a costume.

Not that I have one either.

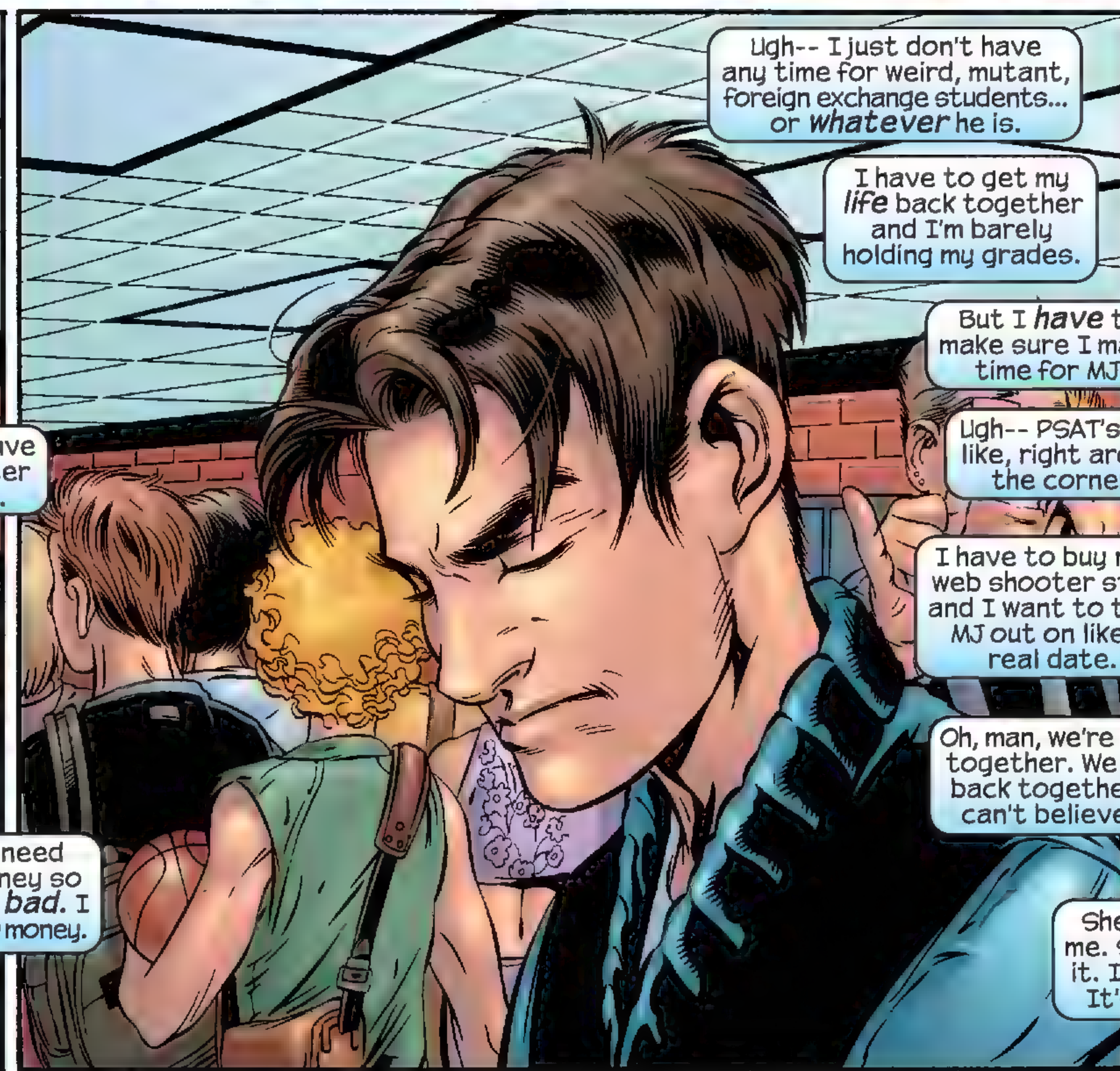
Wolverine, now that's a cool guy.

As soon as fourth period is over I'll go over to that school and see if--

But I want to spend some time with MJ. Really make an effort. Really make it stick.

Ugh-- I have work after school.

And I need the money so freakin' bad. I have NO money.



Ugh-- I just don't have any time for weird, mutant, foreign exchange students... or whatever he is.

I have to get my life back together and I'm barely holding my grades.

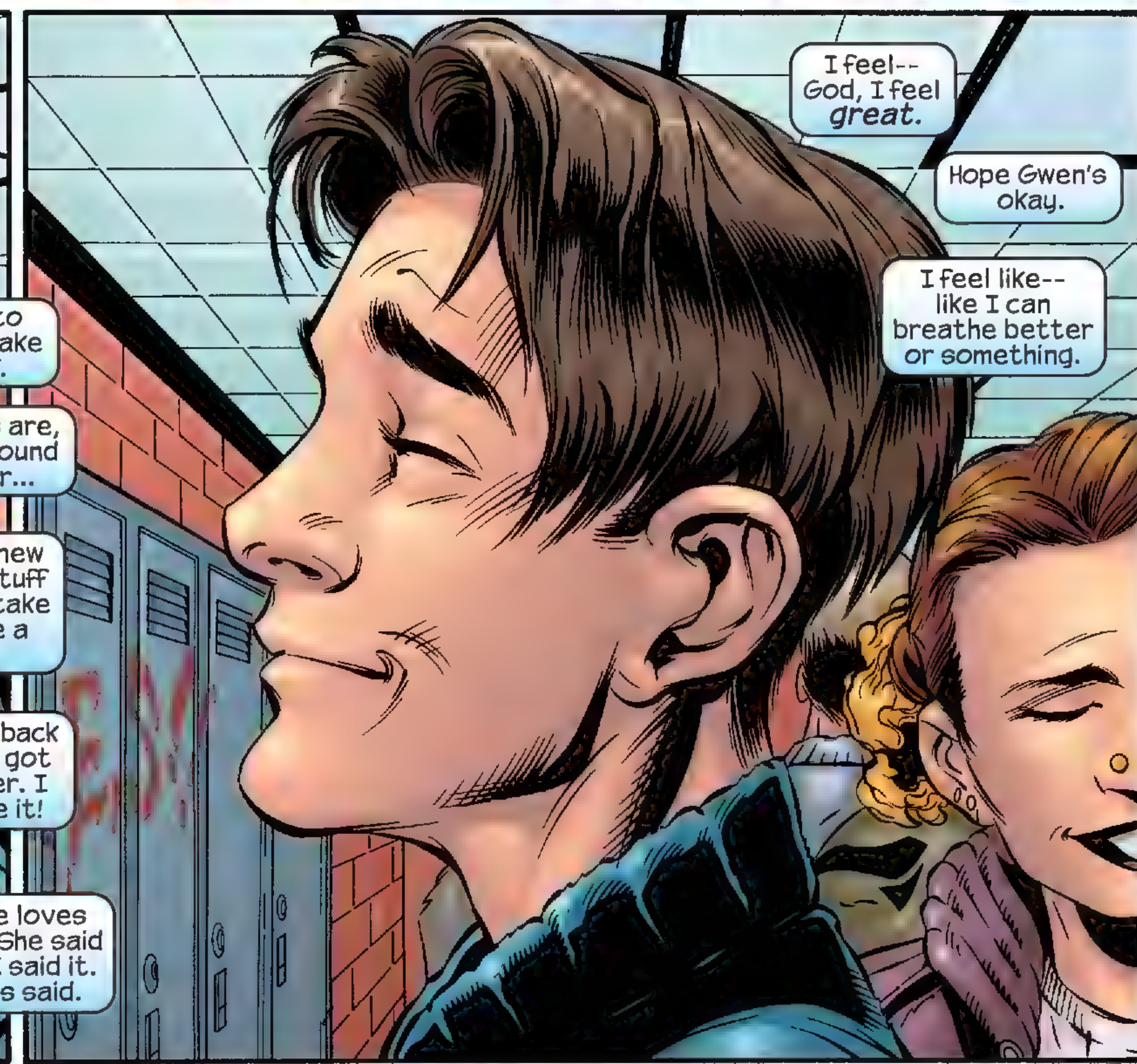
But I *have* to make sure I make time for MJ.

Ugh-- PSAT's are, like, right around the corner...

I have to buy new web shooter stuff and I want to take MJ out on like a real date.

Oh, man, we're back together. We got back together. I can't believe it!

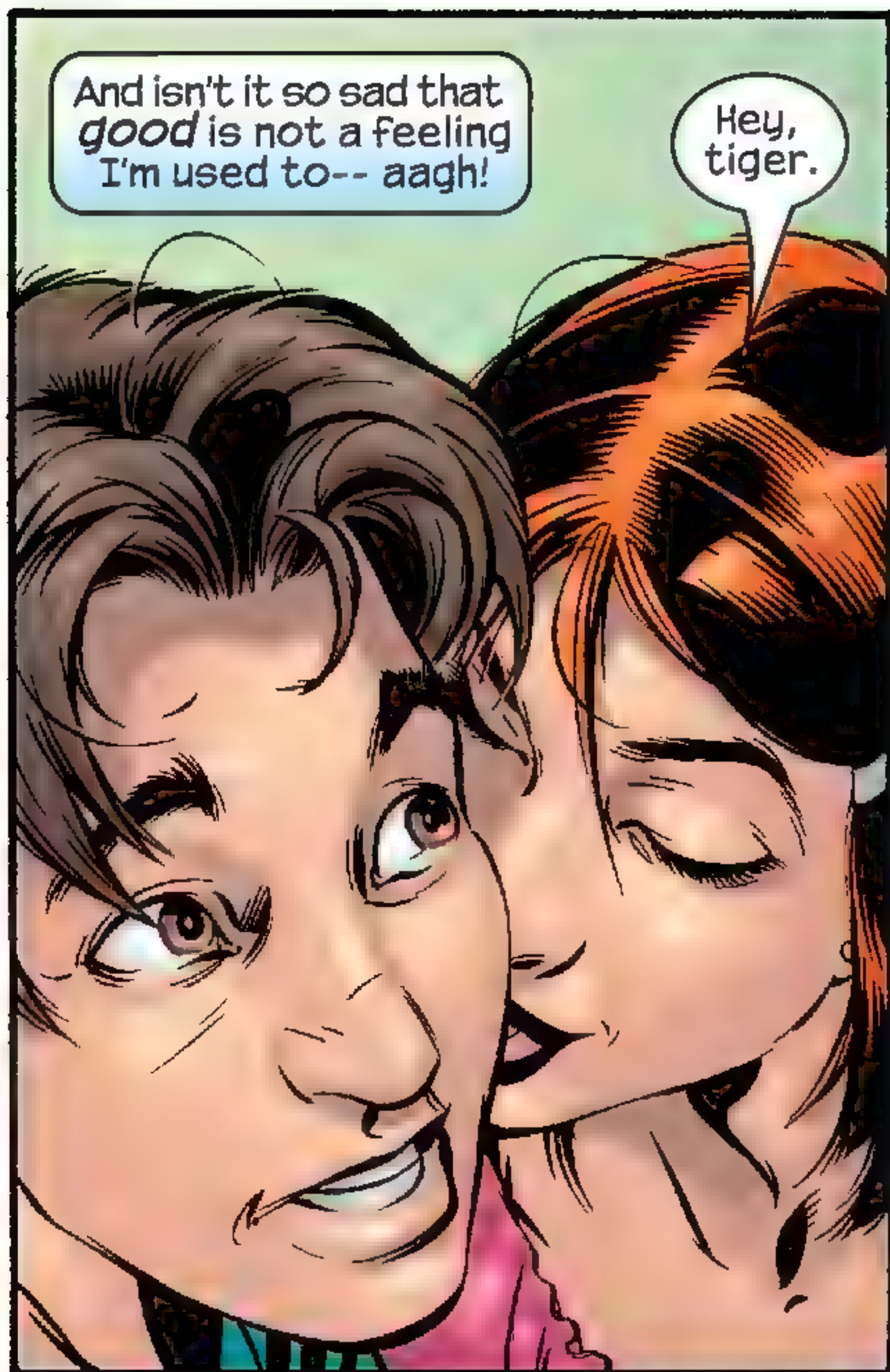
She loves me. She said it. I said it. It's said.

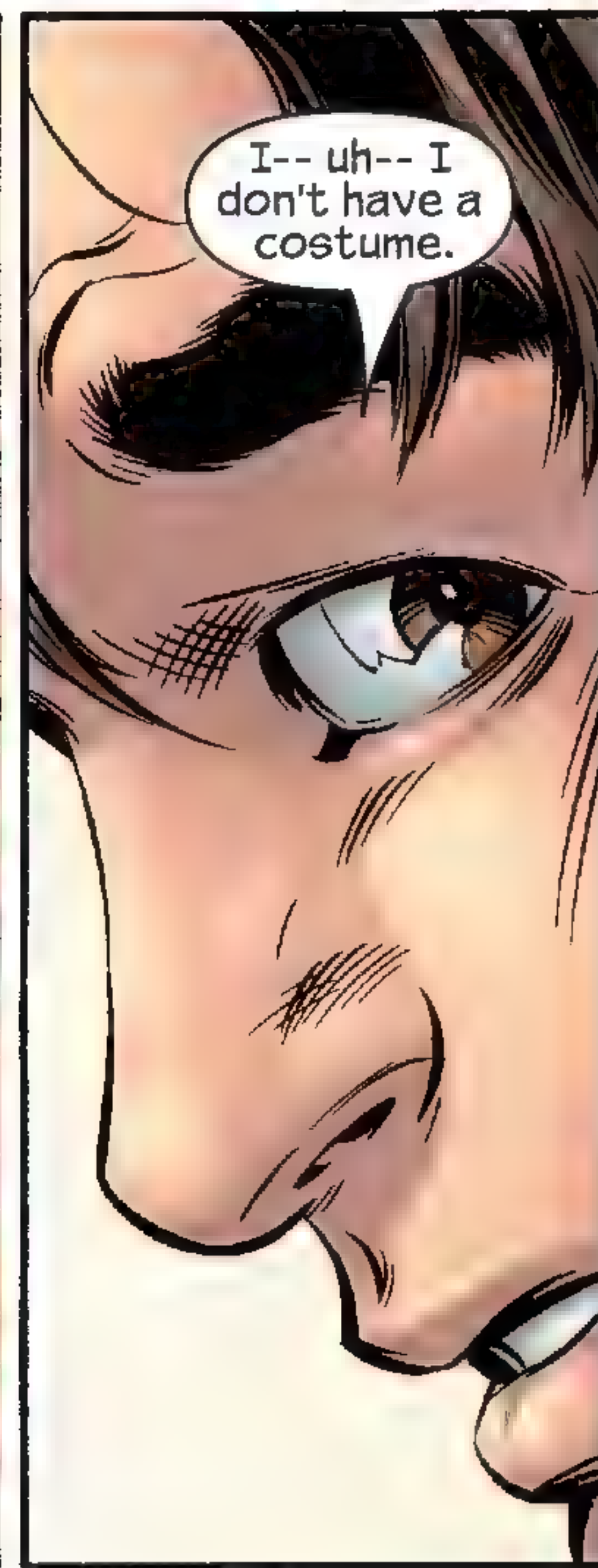
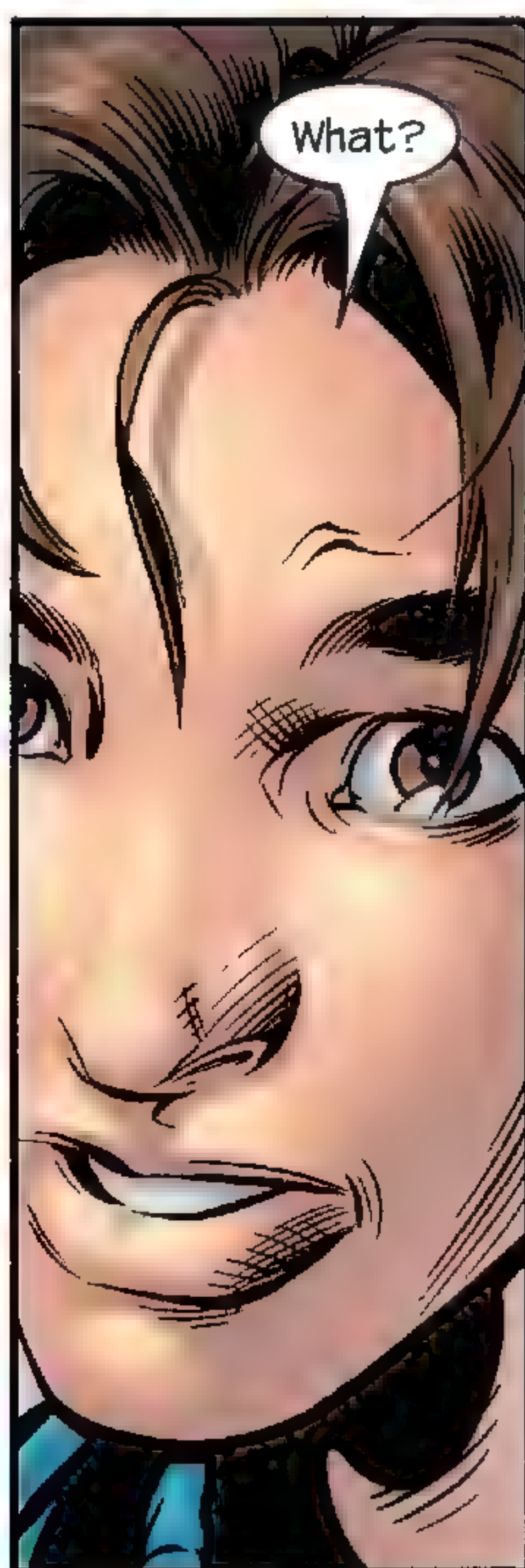
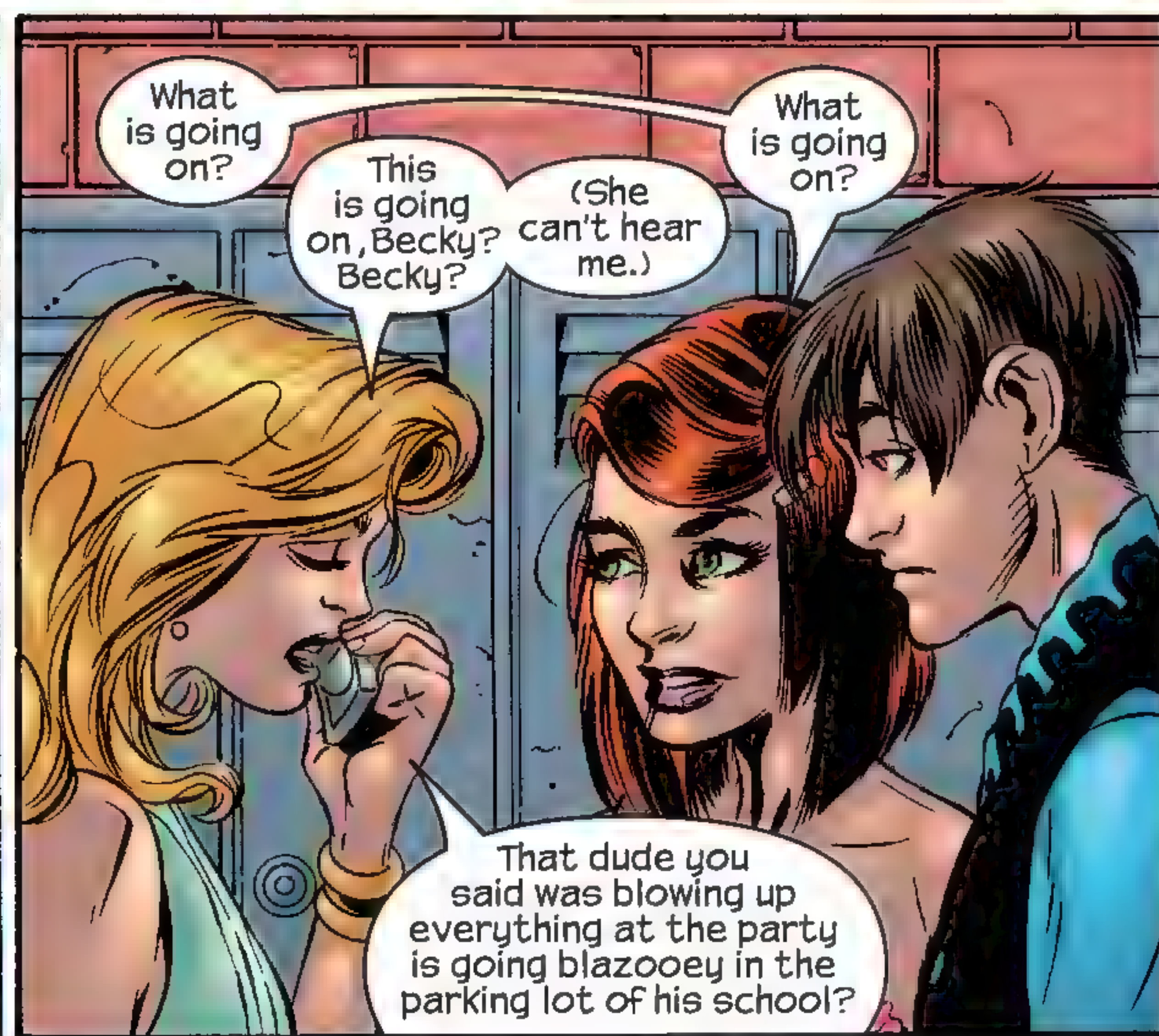
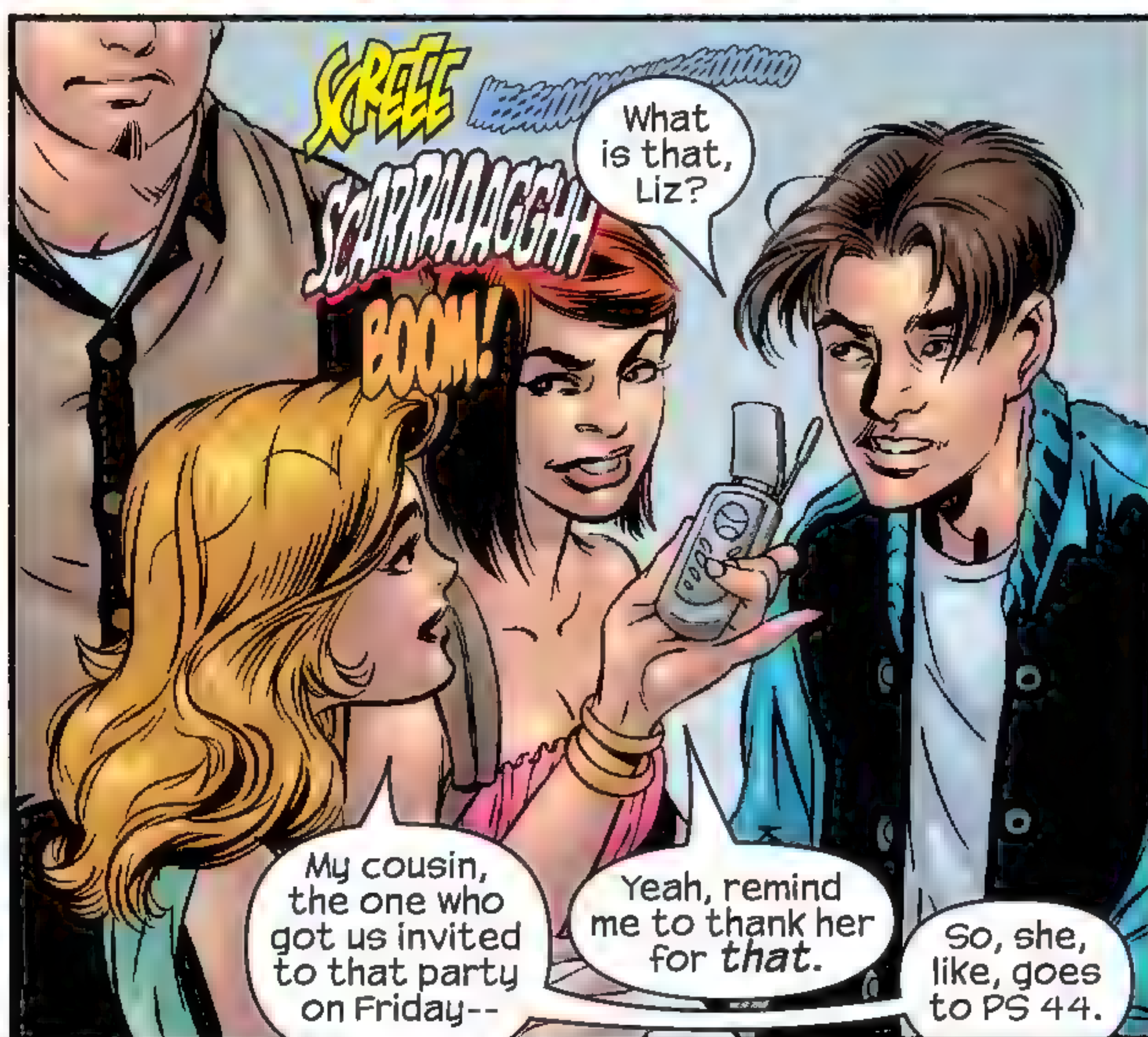
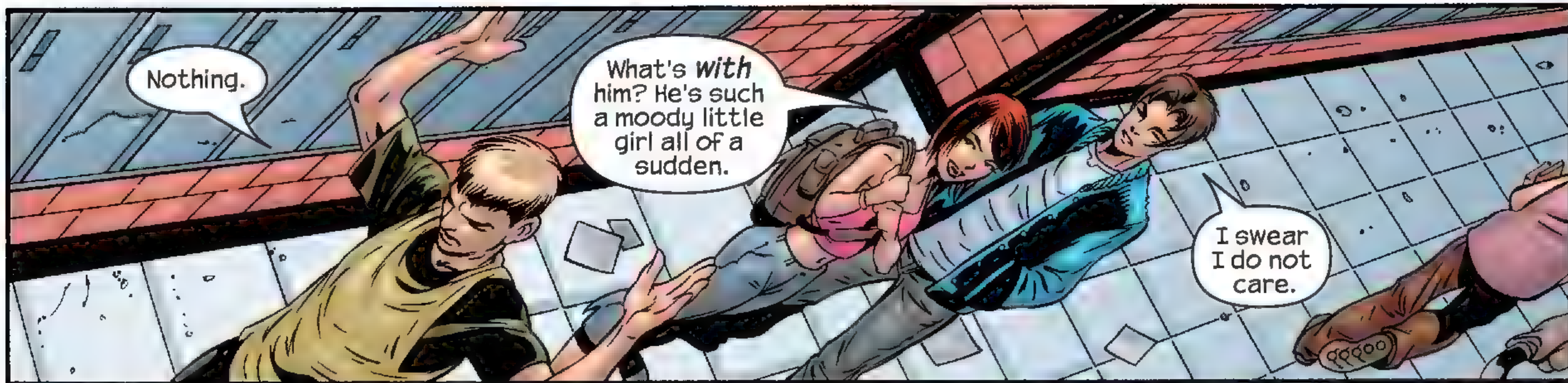


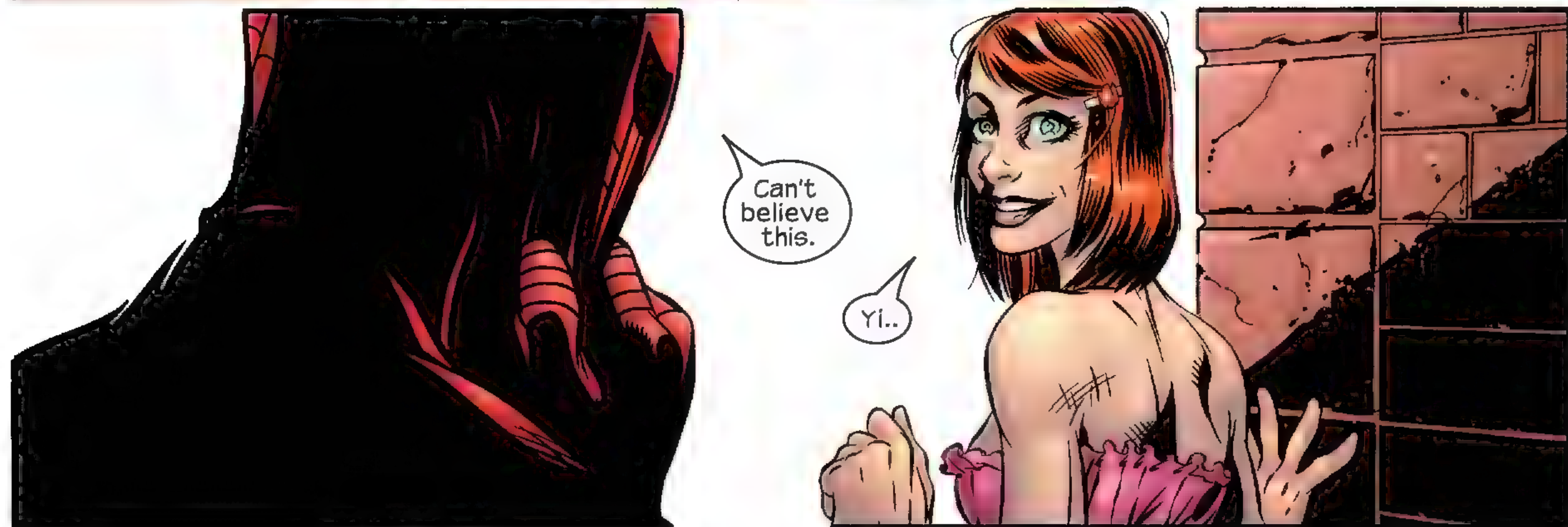
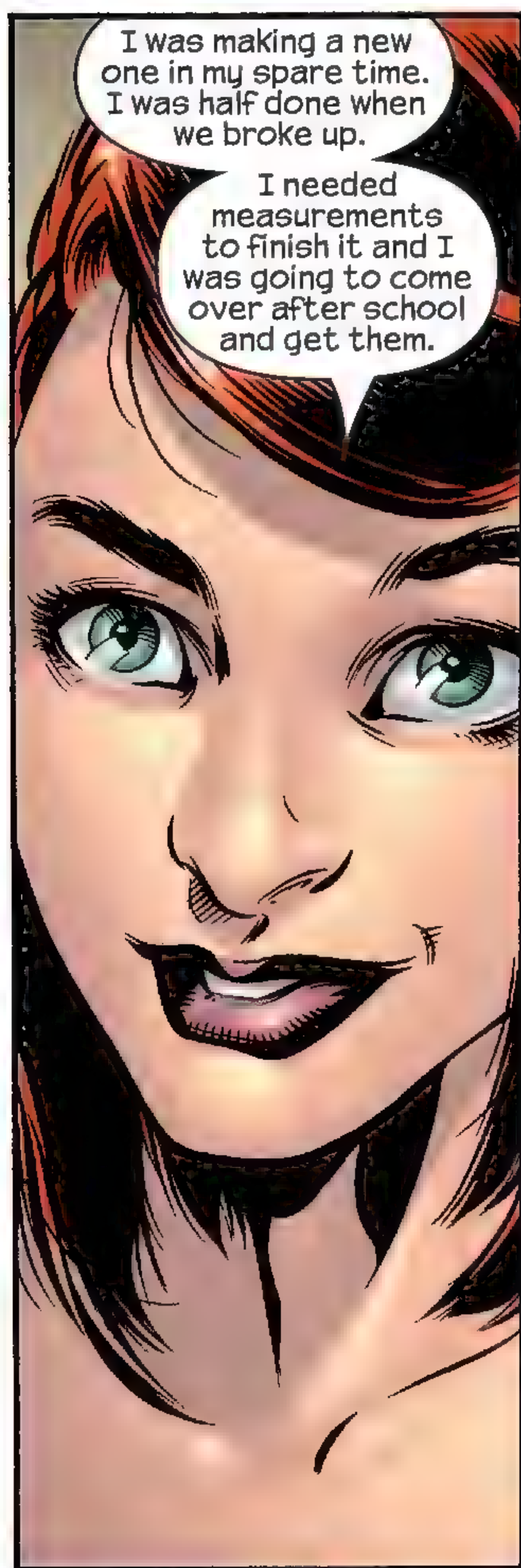
I feel-- God, I feel great.

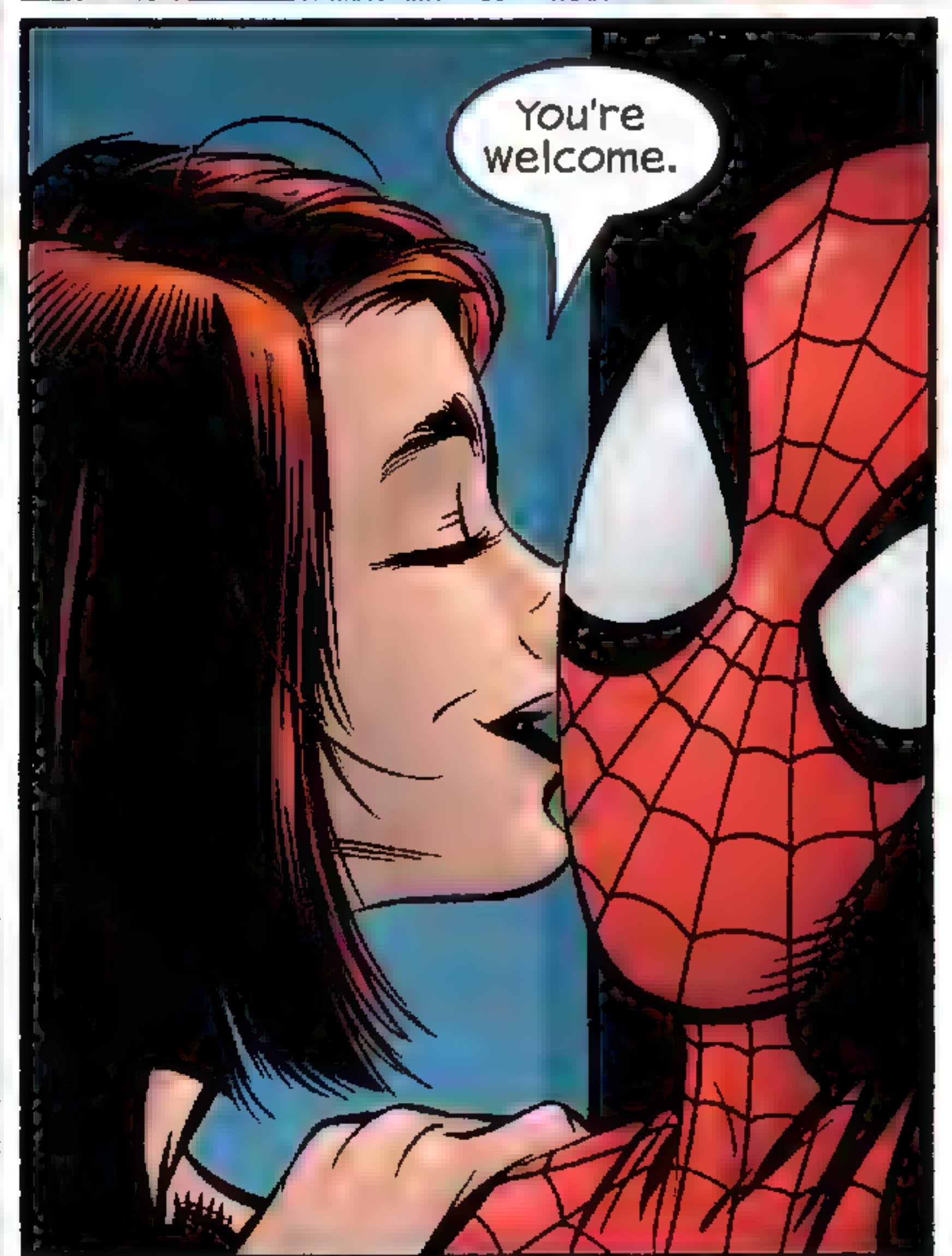
Hope Gwen's okay.

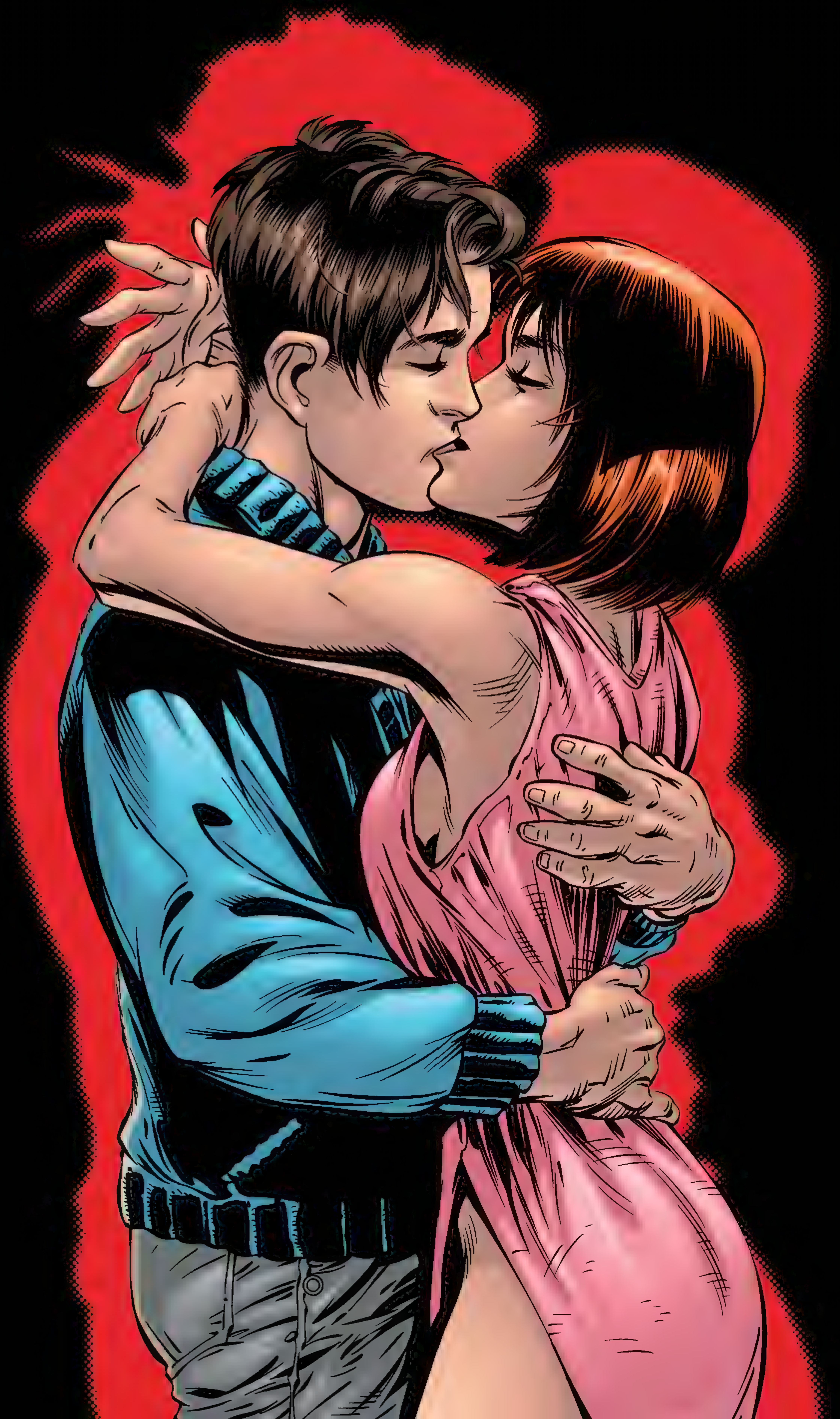
I feel like-- like I can breathe better or something.













I would *really* like to make out with my girlfriend!!

This is not that.

This is
not that.

This is the *opposite* of that in oh-so-many ways.

This is me swinging through Queens in what *must* be the worst version of my already questionably-designed costume...

...on my way to probably fight someone I know nothing about.

(But thank you, police people, for leading the way, because I really had no idea where I was going.)

Oh, and what happens every time I fight someone I know *nothing* about?

Well, that would be *me* usually getting my something kicked all the way to Passaic and back.



On, and what
every time I fi
I know *noth*



Though I will try my damndest *not* to get my whatever kicked this time.



What I am *really* not in the mood for is the public *mocking* I will take for going out in a half-made Spider-Man costume.

Yes, I *do* desperately want my identity kept a secret.

But this half-sewn-together outfit might be the line I draw in the sand as to how *far* I will go to keep my identity a secret.

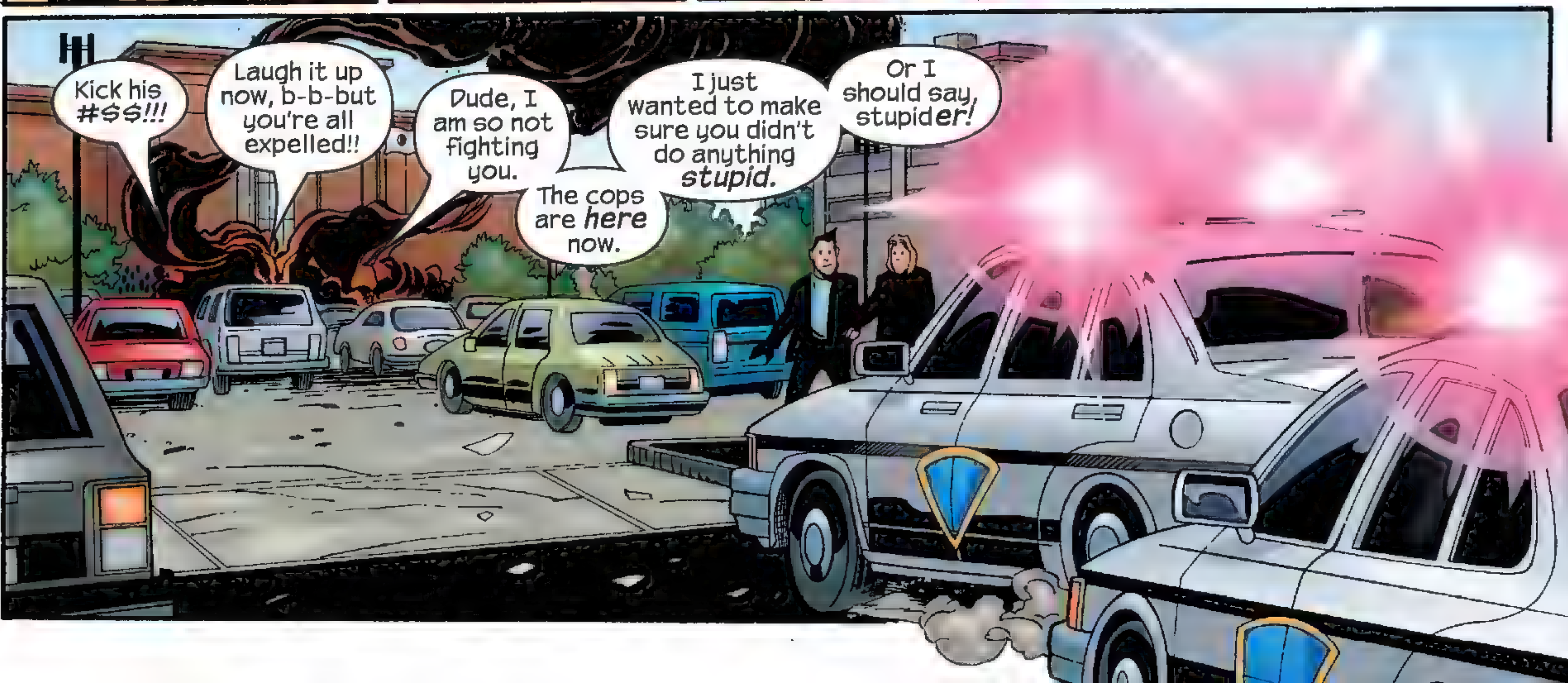
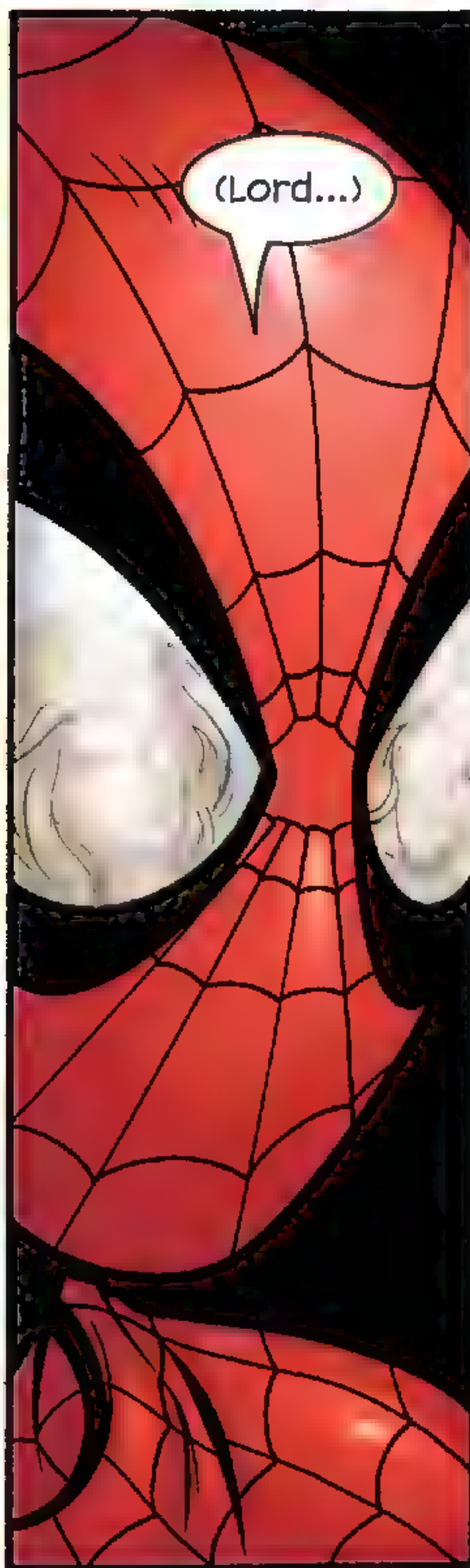
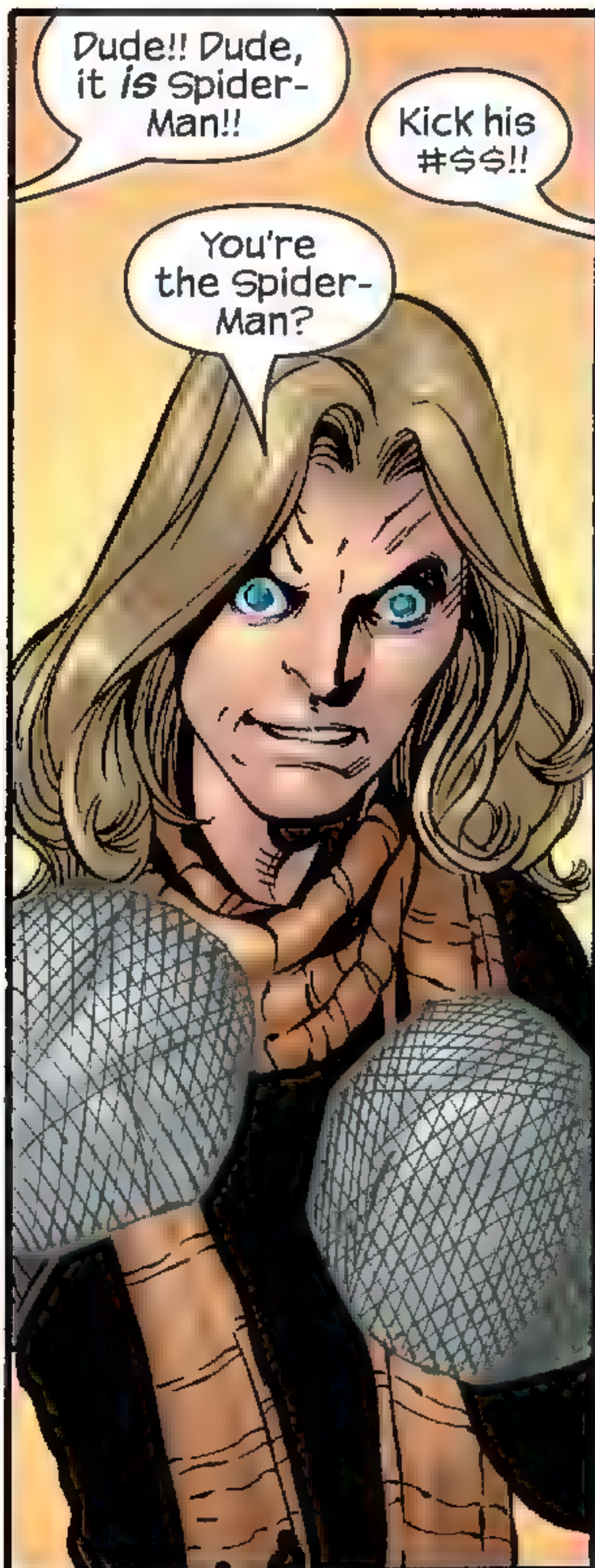
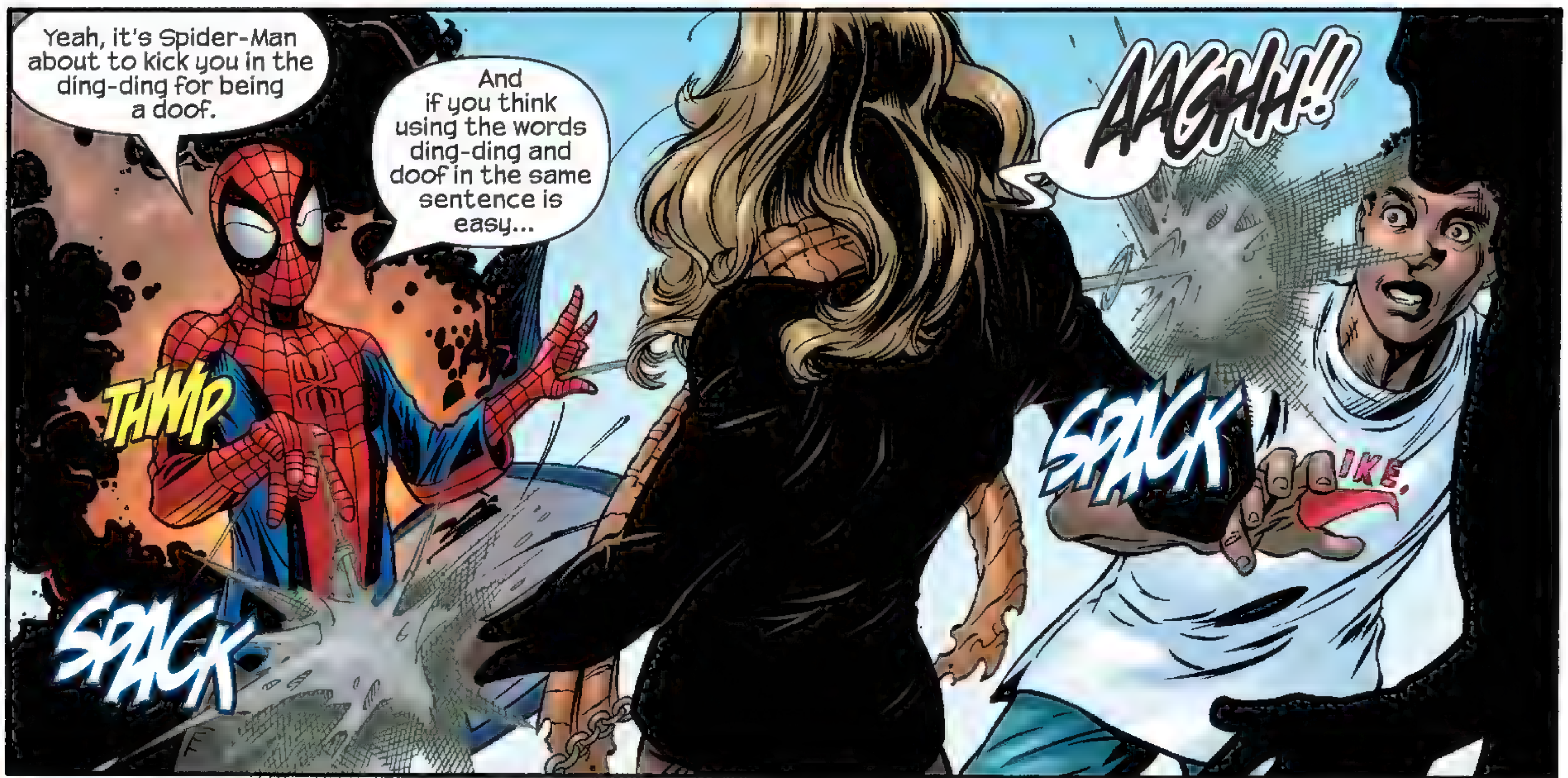
So, as I try *not* to get my whatever kicked, and hope *not* to get mocked, and hope I can *maybe* talk some sense into this mysterious Geldoff guy and not have to fight him...

...I must again *remind* myself that all I really want to be doing is making out with Mary Jane...

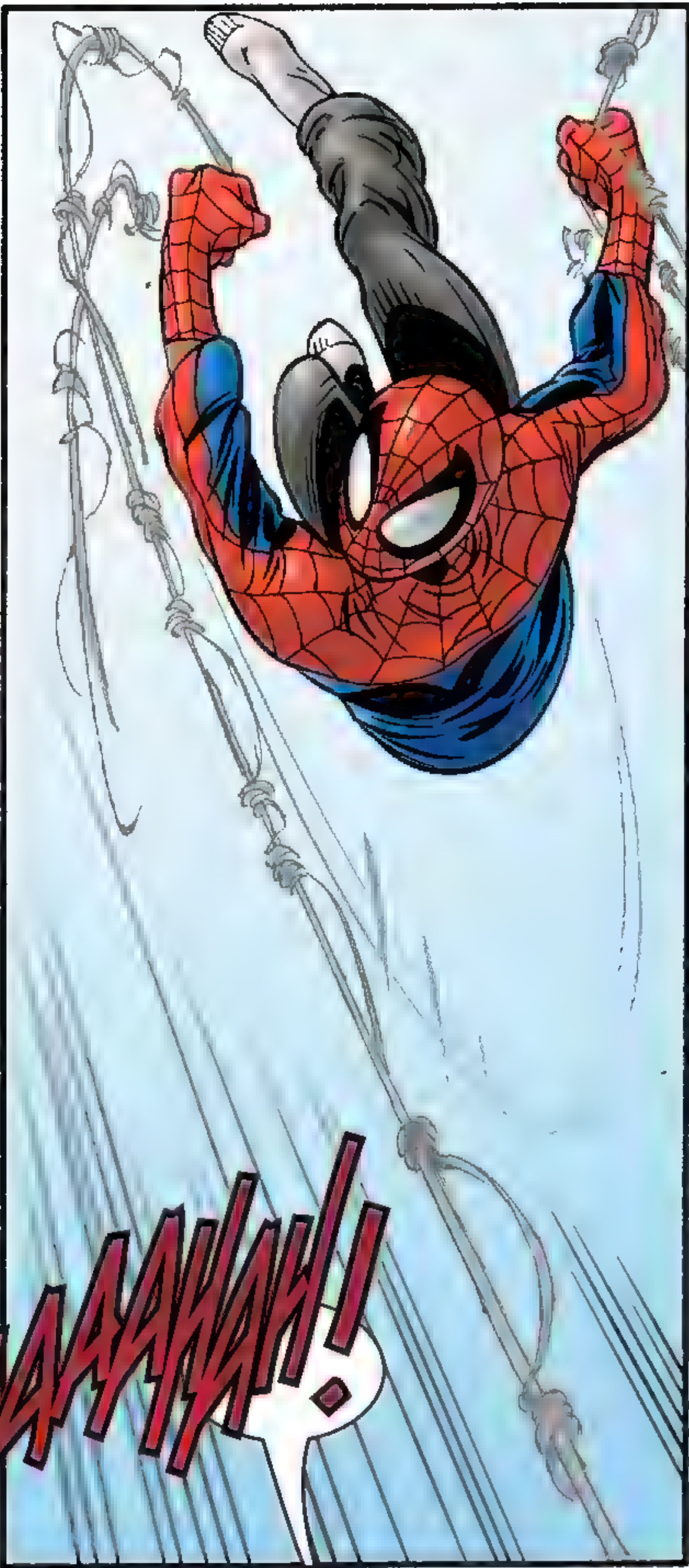
...who I am *finally* back together with after not wanting to have broken up with her in the *first* place.

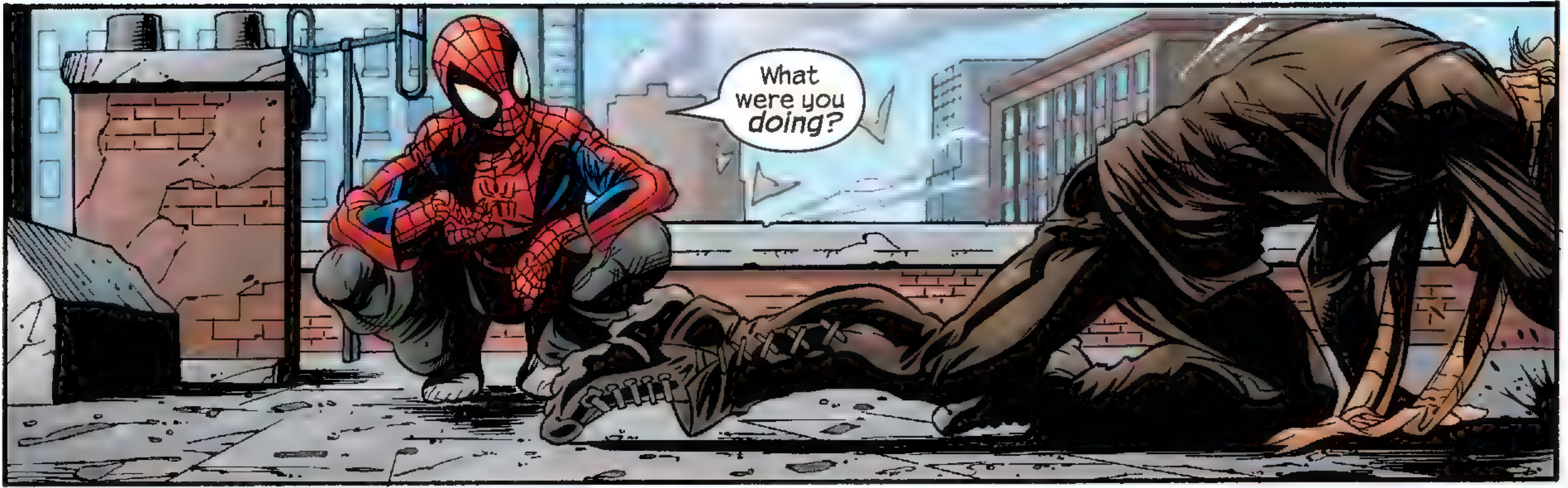




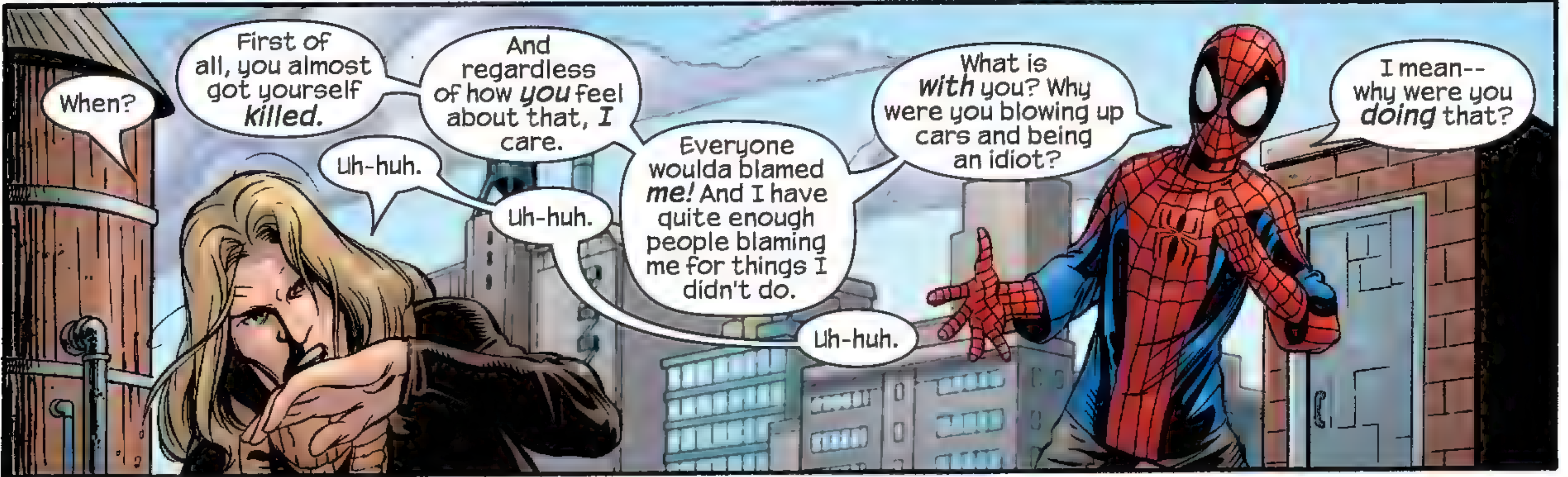








What were you doing?



When?

First of all, you almost got yourself killed.

Uh-huh.

And regardless of how *you* feel about that, *I* care.

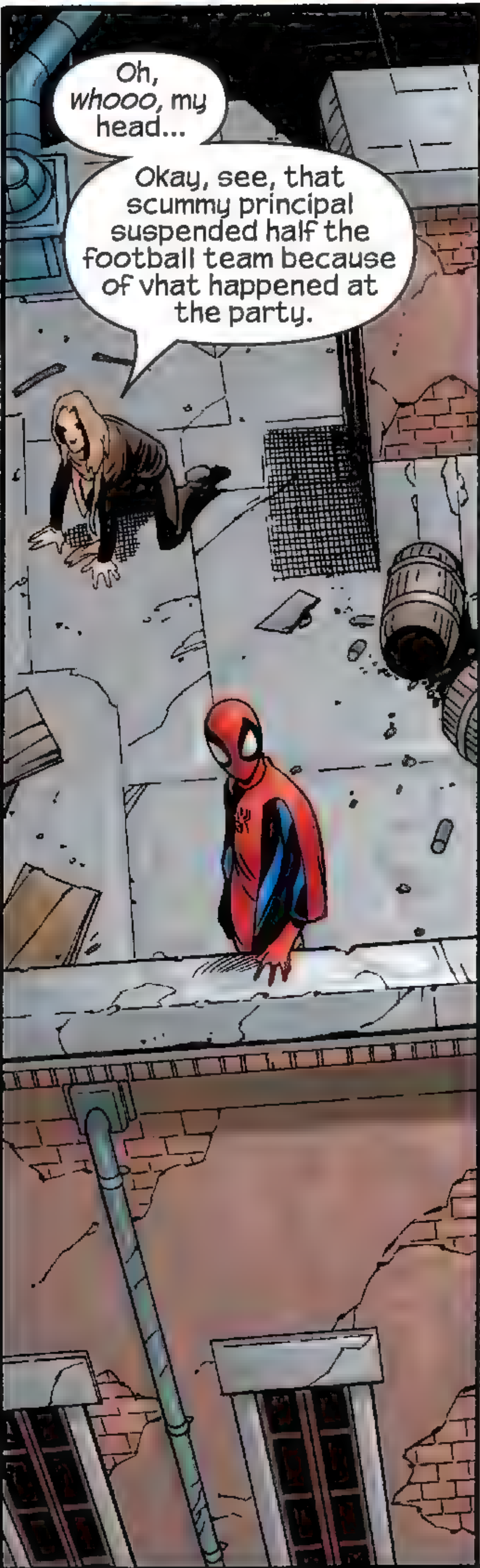
Uh-huh.

Everyone woulda blamed *me*! And I have quite enough people blaming me for things I didn't do.

Uh-huh.

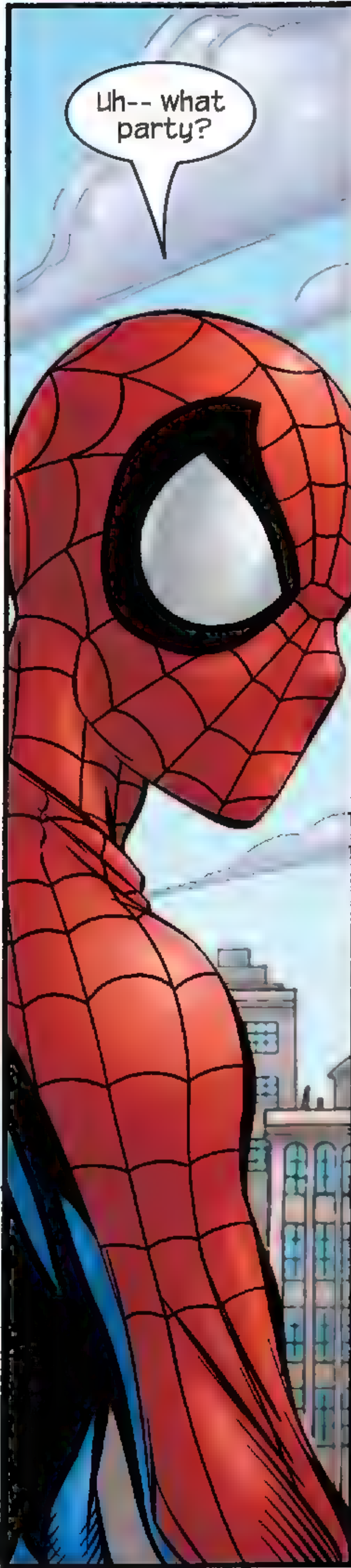
What is *with* you? Why were you blowing up cars and being an idiot?

I mean-- why were you *doing* that?

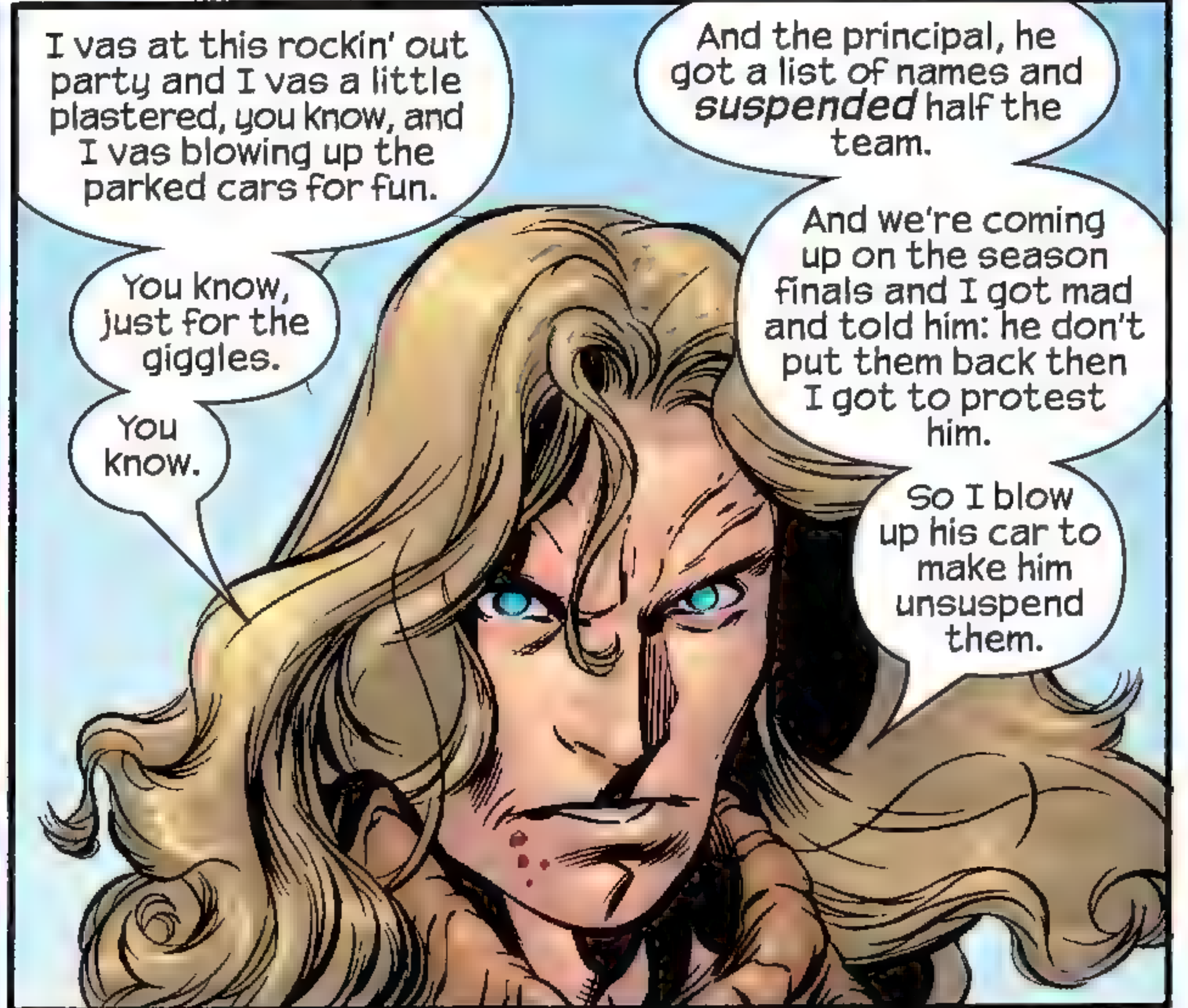


Oh, whooo, my head...

Okay, see, that scummy principal suspended half the football team because of what happened at the party.



Uh-- what party?



I vas at this rockin' out party and I vas a little plastered, you know, and I vas blowing up the parked cars for fun.

You know, just for the giggles.

You know.

And the principal, he got a list of names and *suspended* half the team.

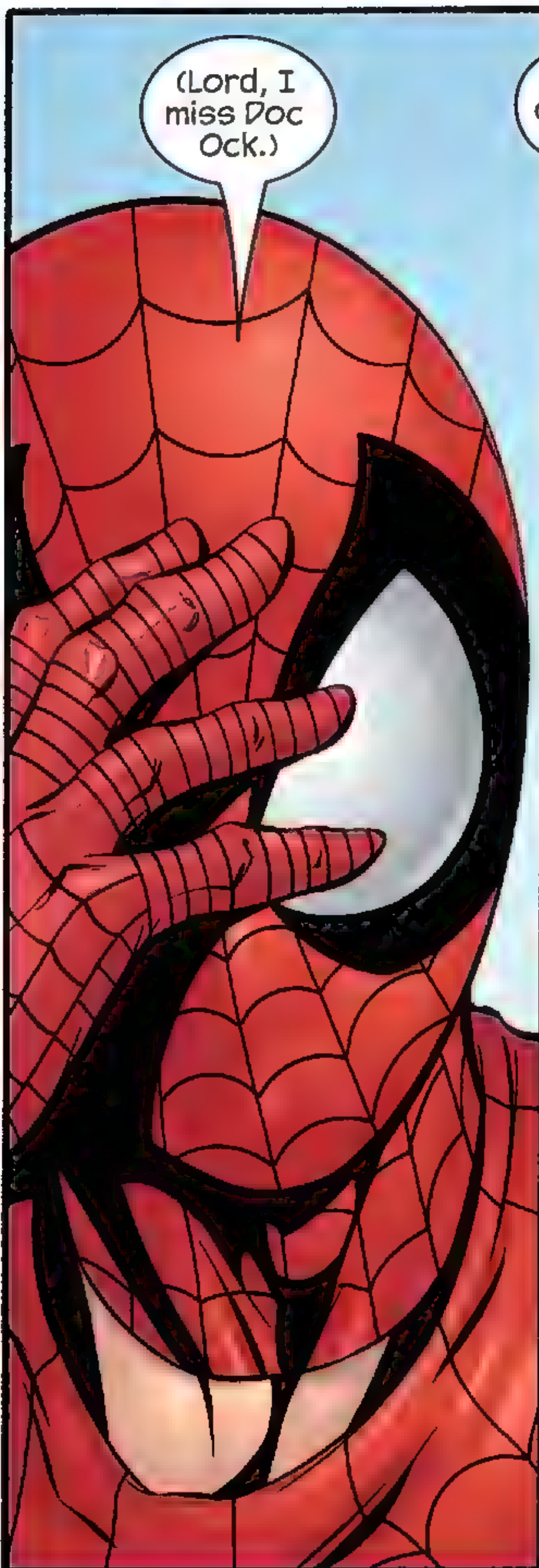
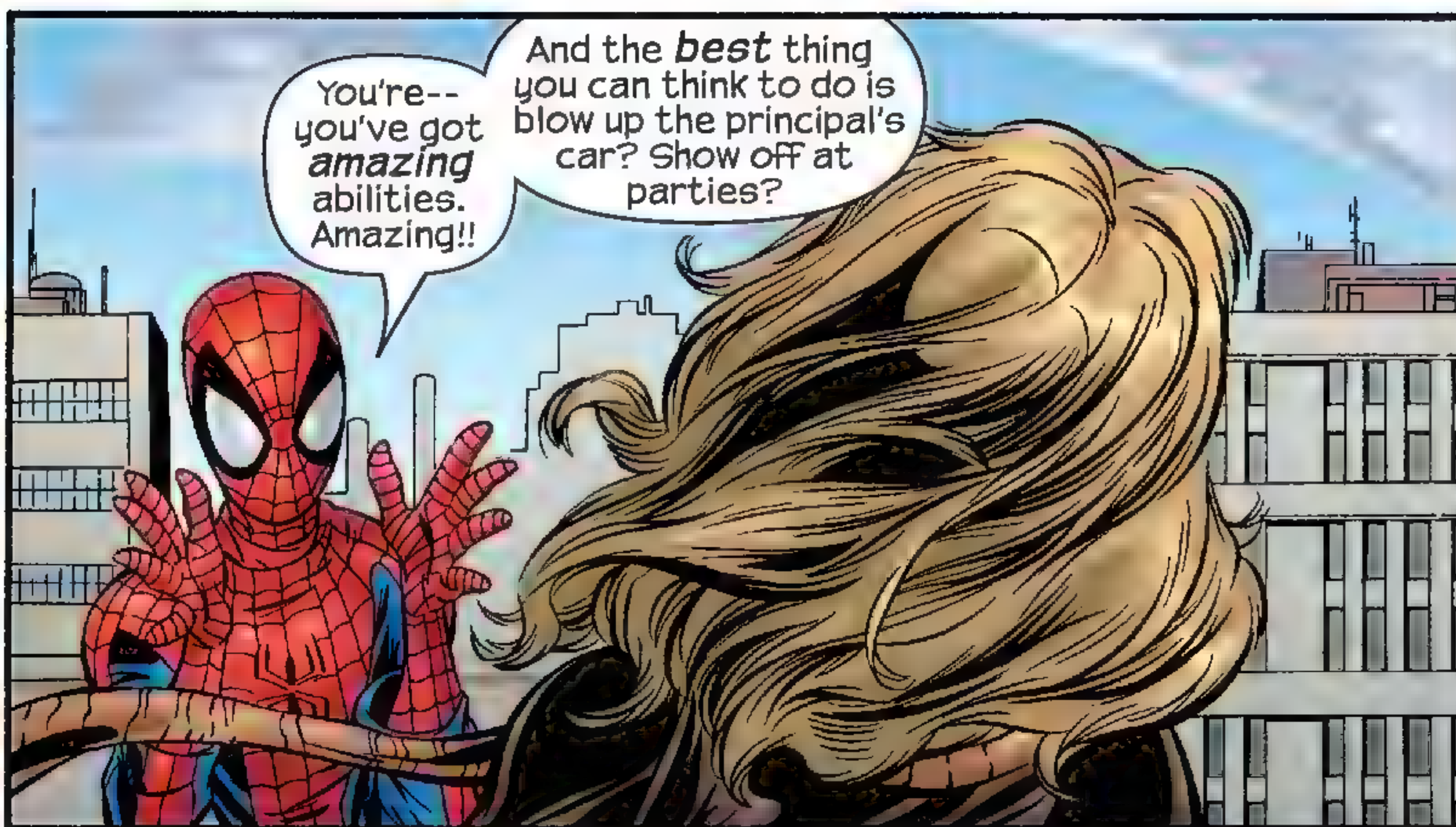
And we're coming up on the season finals and I got mad and told him: he don't put them back then I got to protest him.

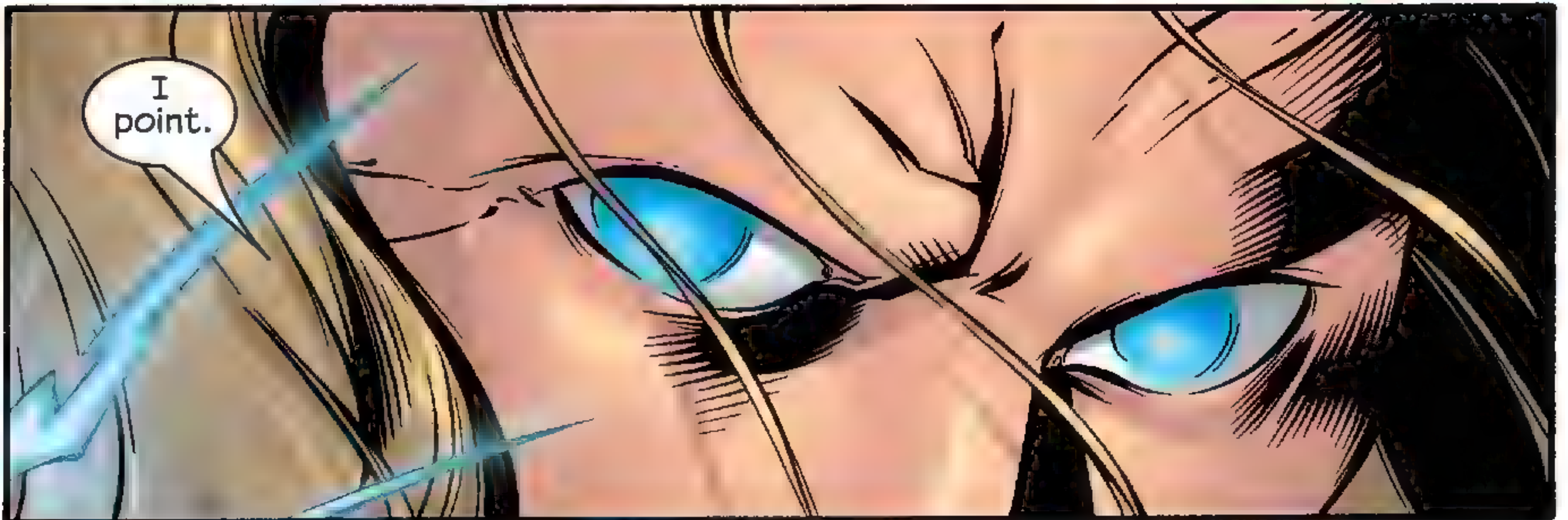
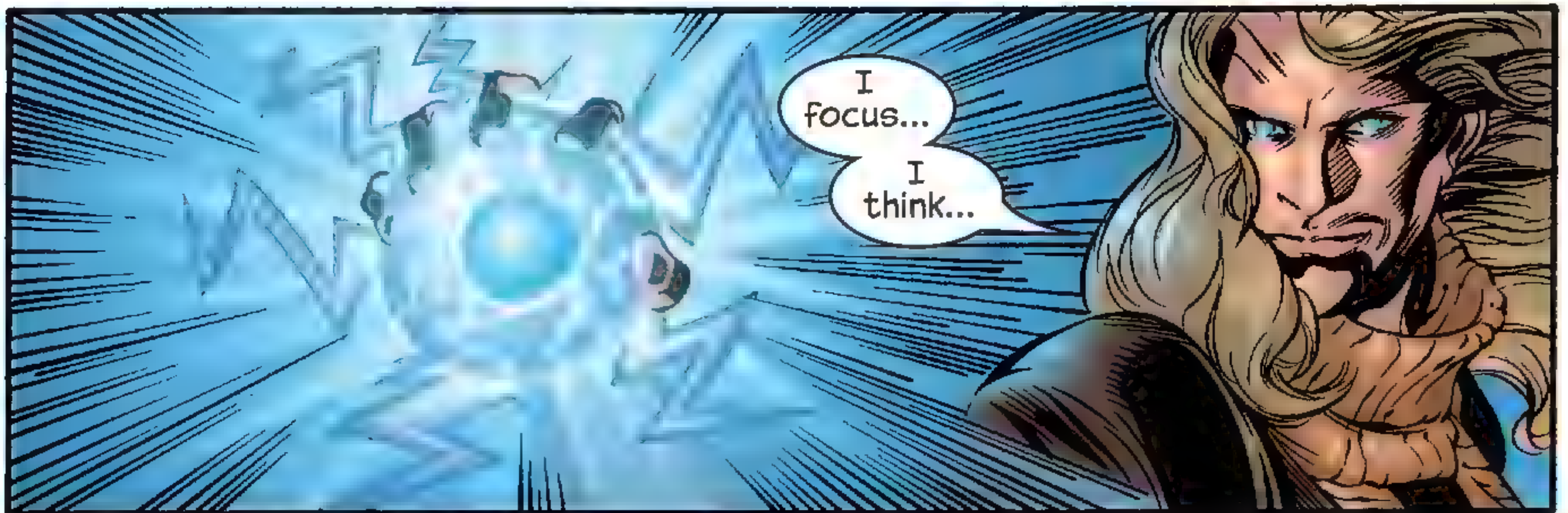
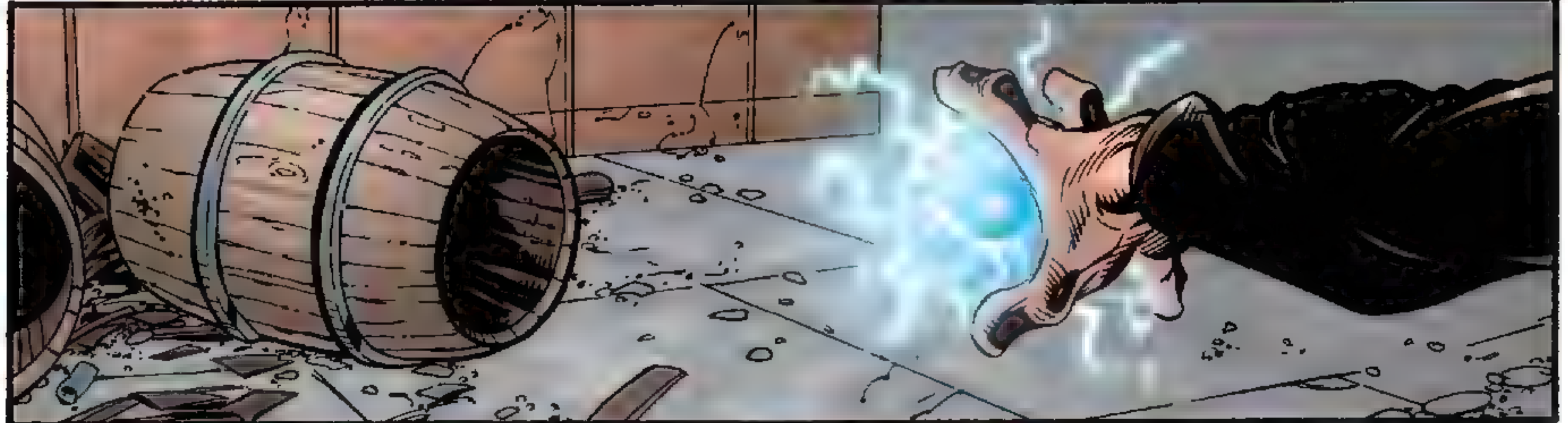
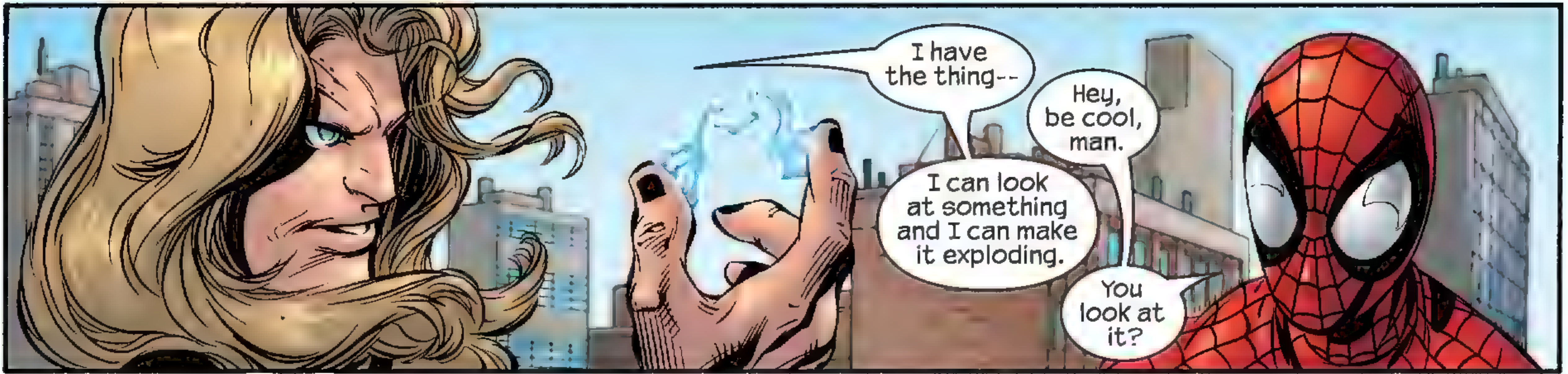
So I blow up his car to make him unsuspend them.



But I got carried away and blew up another teacher's car because she called me a name.

I'm trying to think of a better word than idiot.







Mutants
are devil's
children!!

You say that
about me one
more time, and
you will have the
trouble!

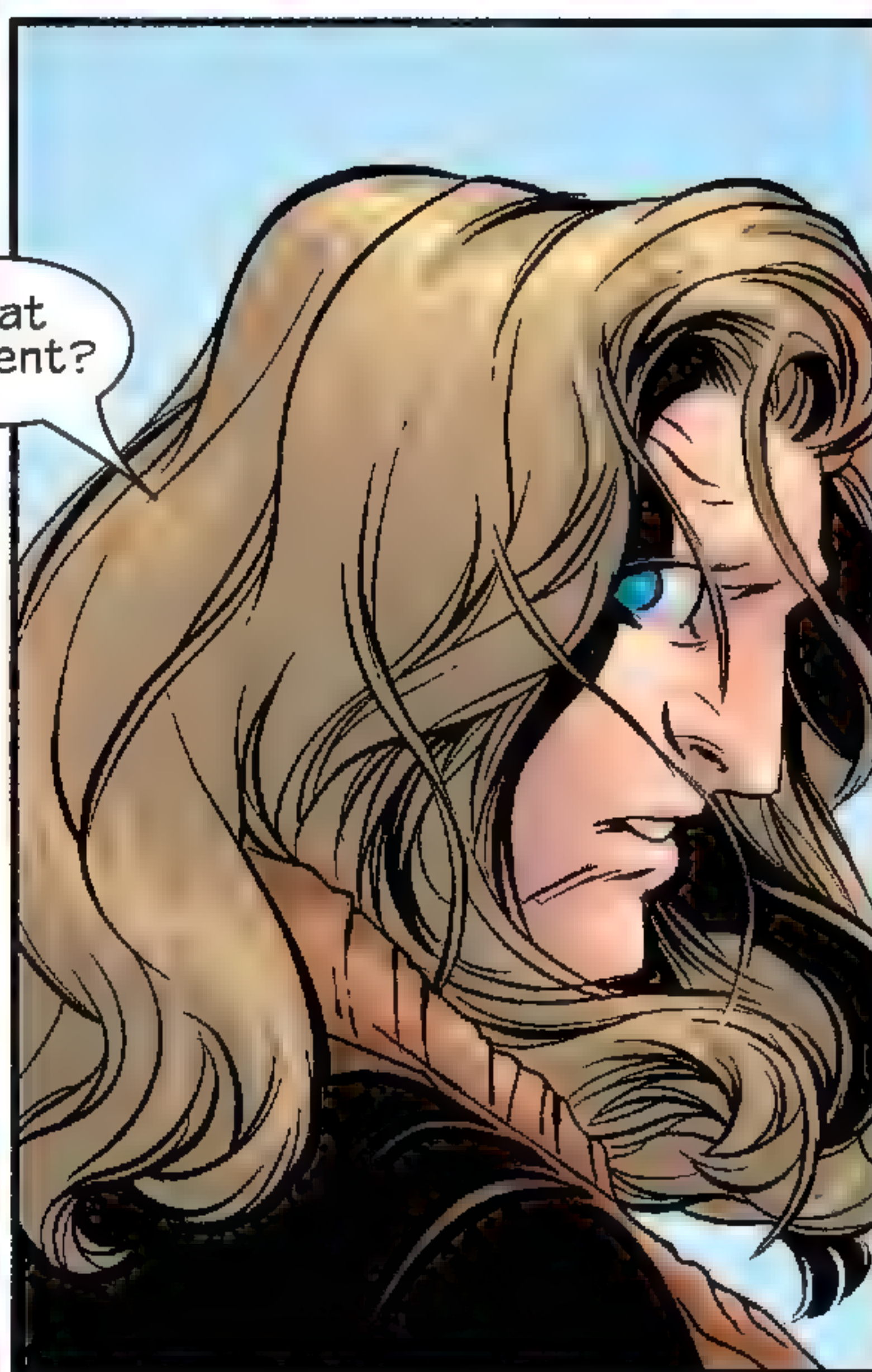


Okay.



What's, uh
what's the
accent?

What
accent?



Where--

--are--

--you--

--from?



Oh, yes.
I am an
orphan.

I originally
came from
Latveria.

No
kidding.

I was
adopted by
an American
family two years
ago and I come
here to go to
school.

Do your
adopted
parents know
about your
powers?

They do
now. They are
not, you know,
too happy.



They, too,
think I'm a
mutant.

I tell
them
no.

But I see
in their, you
know, their **eyes**
they are scared
of me now.



Well, to be fair,
evidence supports
that you **might**
be a--

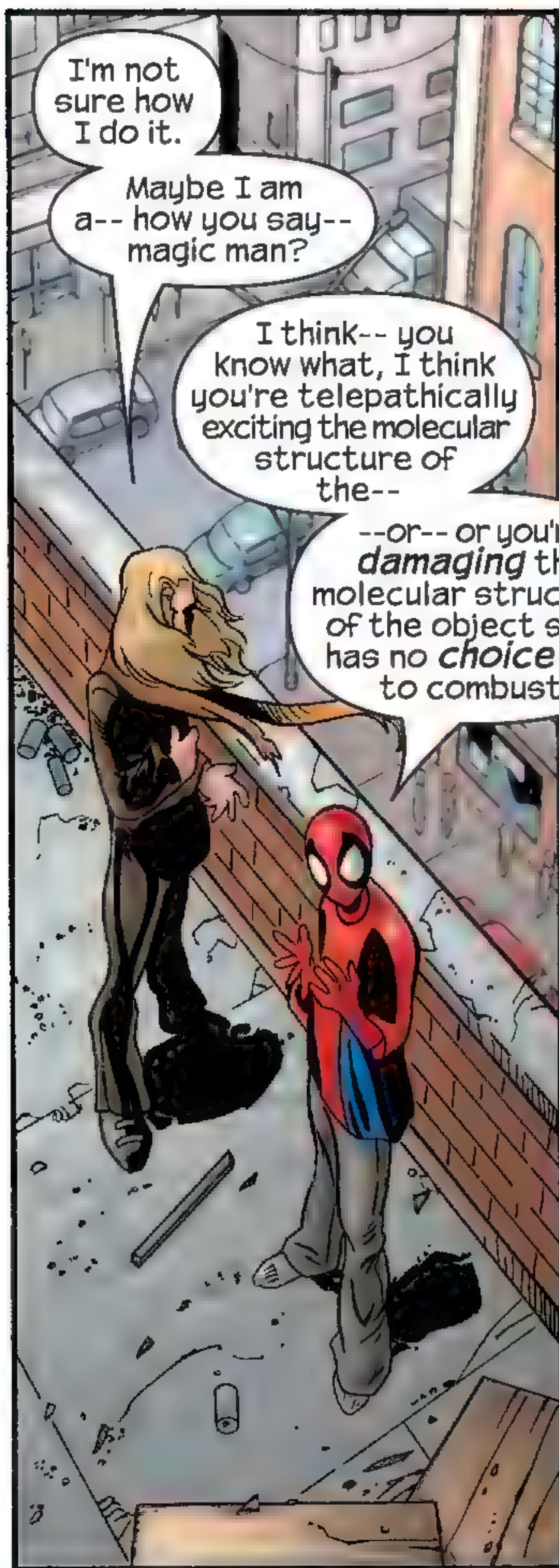
I'm
not!

Okay...

I'm
telling you,
I'm not!!

Okay.

But you
don't know
how you
got your
powers?



I'm not sure how I do it.

Maybe I am a-- how you say-- magic man?

I think-- you know what, I think you're telepathically exciting the molecular structure of the--

--or-- or you're **damaging** the molecular structure of the object so it has no **choice** but to combust.



You're very much the geek boy under the webs, yes.

How'd you get *your* powers?

I'm just trying to **help** you, man.

Eh, I don't want to say.

Come on.

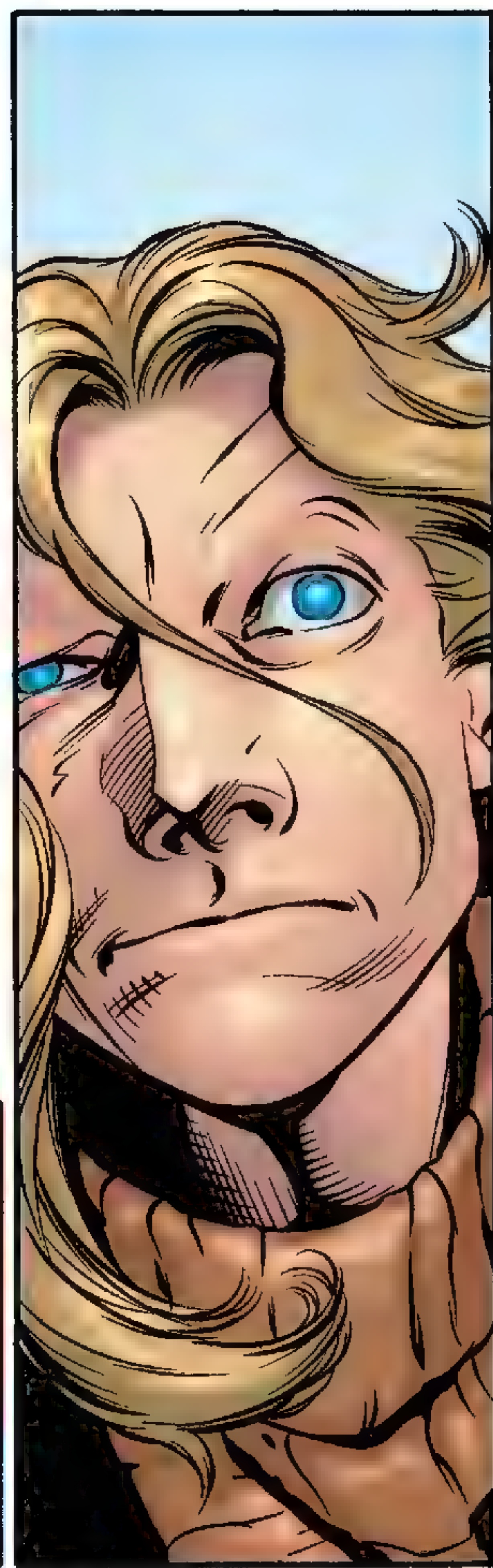
No.

Come on.

I --

Come on--

I got bit by a spider.



So don't tell me, fine.

But, dude, what's with dis mask?

You're like a famous dude and stuff. You're like--you know, famous.

Why not just be all the way the famous?



Well, I don't **want** to be famous.

Riight.

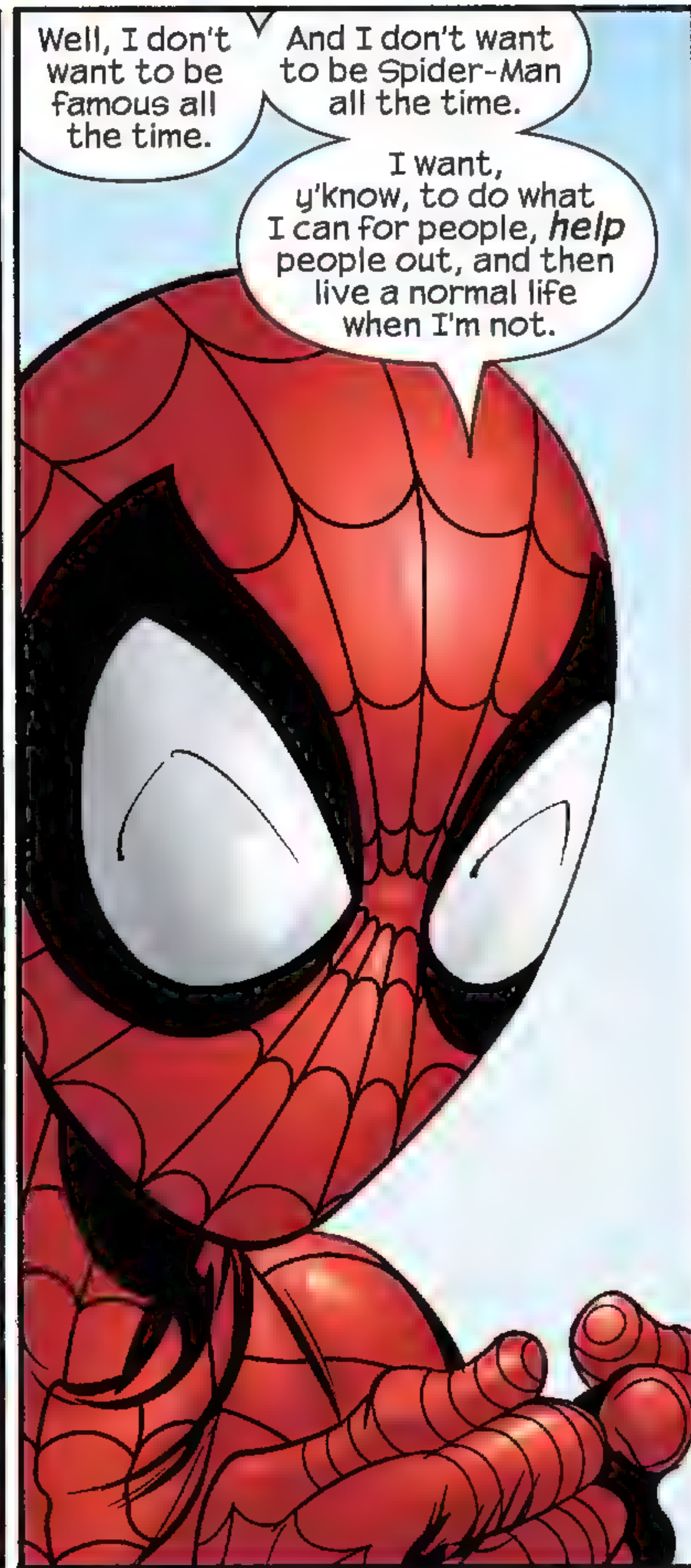
I **don't**.

Uh-huh.

Dude wears skin-tight, big, red and blue costume...

Flips around, vippy woo--

Says he **doesn't** want to be famous.



Well, I don't want to be famous all the time.

And I don't want to be Spider-Man all the time.

I want, y'know, to do what I can for people, **help** people out, and then live a normal life when I'm not.

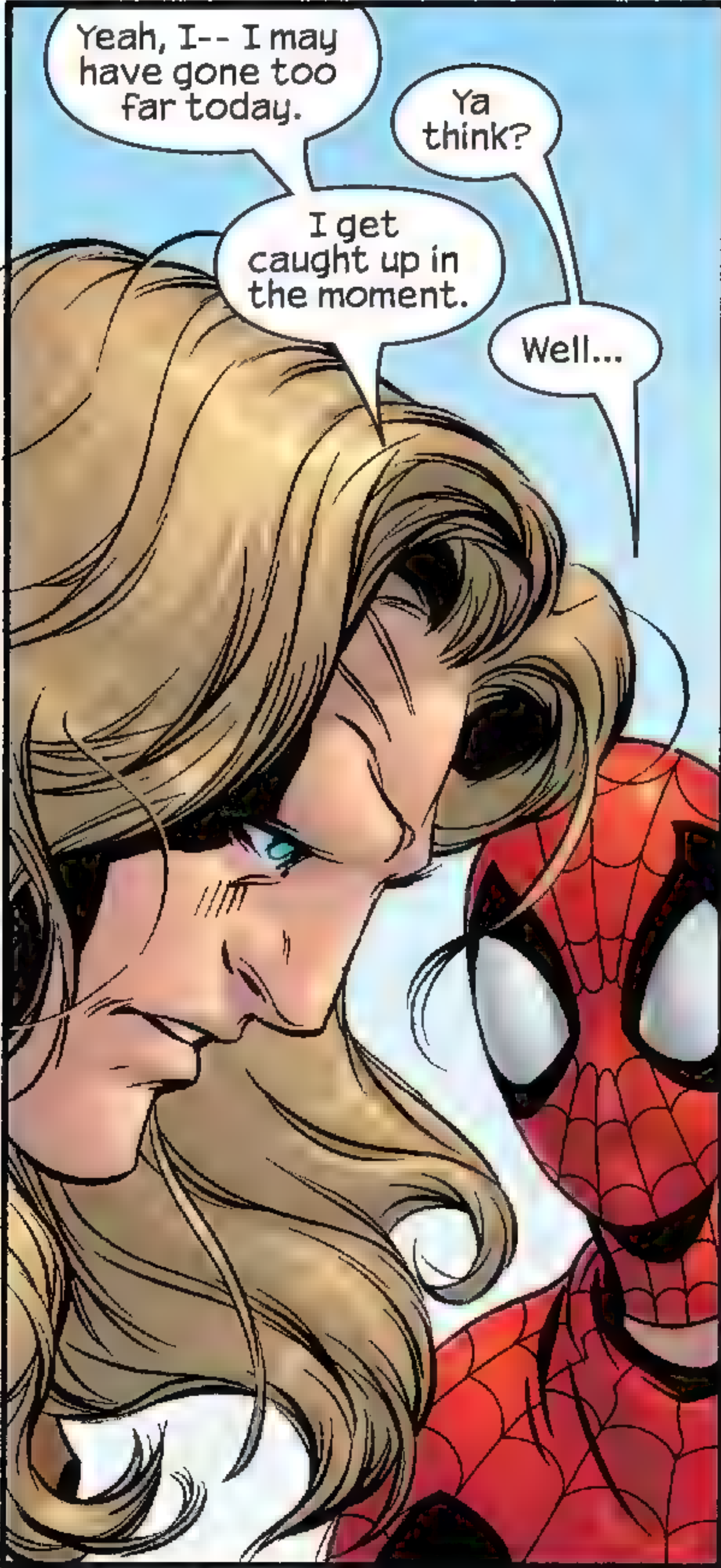


I should maybe get an outfit, huh?

I'm just saying, you really should consider using your powers for something, I don't know, more *responsible*.

You're going to go to jail, or worse... you'll get kicked out of the country.

It's a miracle. What you can do is a *miracle*. You gotta do something worthwhile. You gotta--



Yeah, I-- I may have gone too far today.

Ya think?

I get caught up in the moment.

Well...



See, dude...

No one even paid attentions to me until I got my thing. Right?

I was the "dorky foreign guy". I was who they made the joking. Right?

Then I show the team. I show them what I do-- everybody now loves me.

Now I get to go to the party. I meet the girls.

Sure, some people they scared of me, but I like that, too. Good to have someone scared.

Maybe I blow *you* up and be famous for girls.

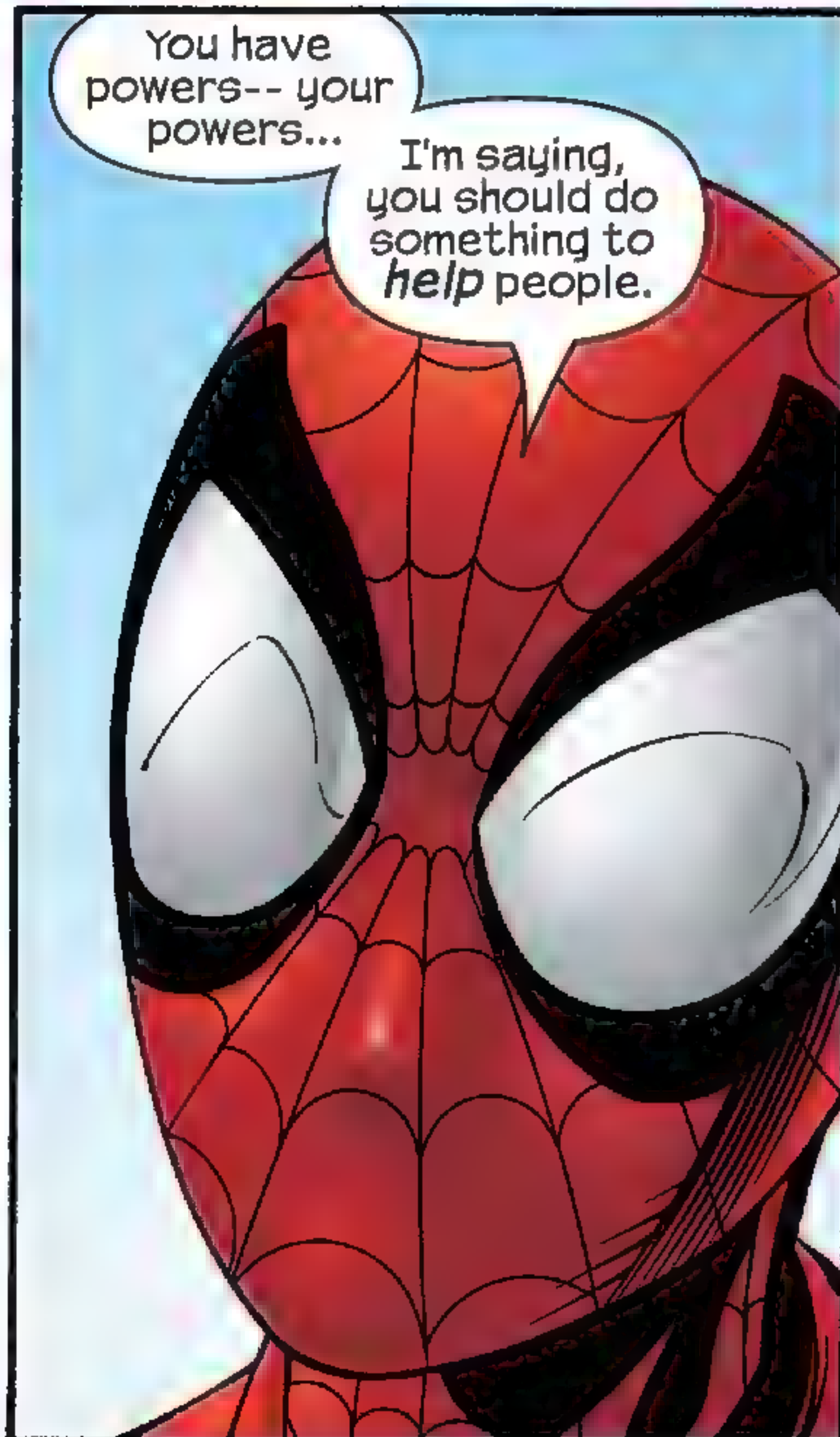
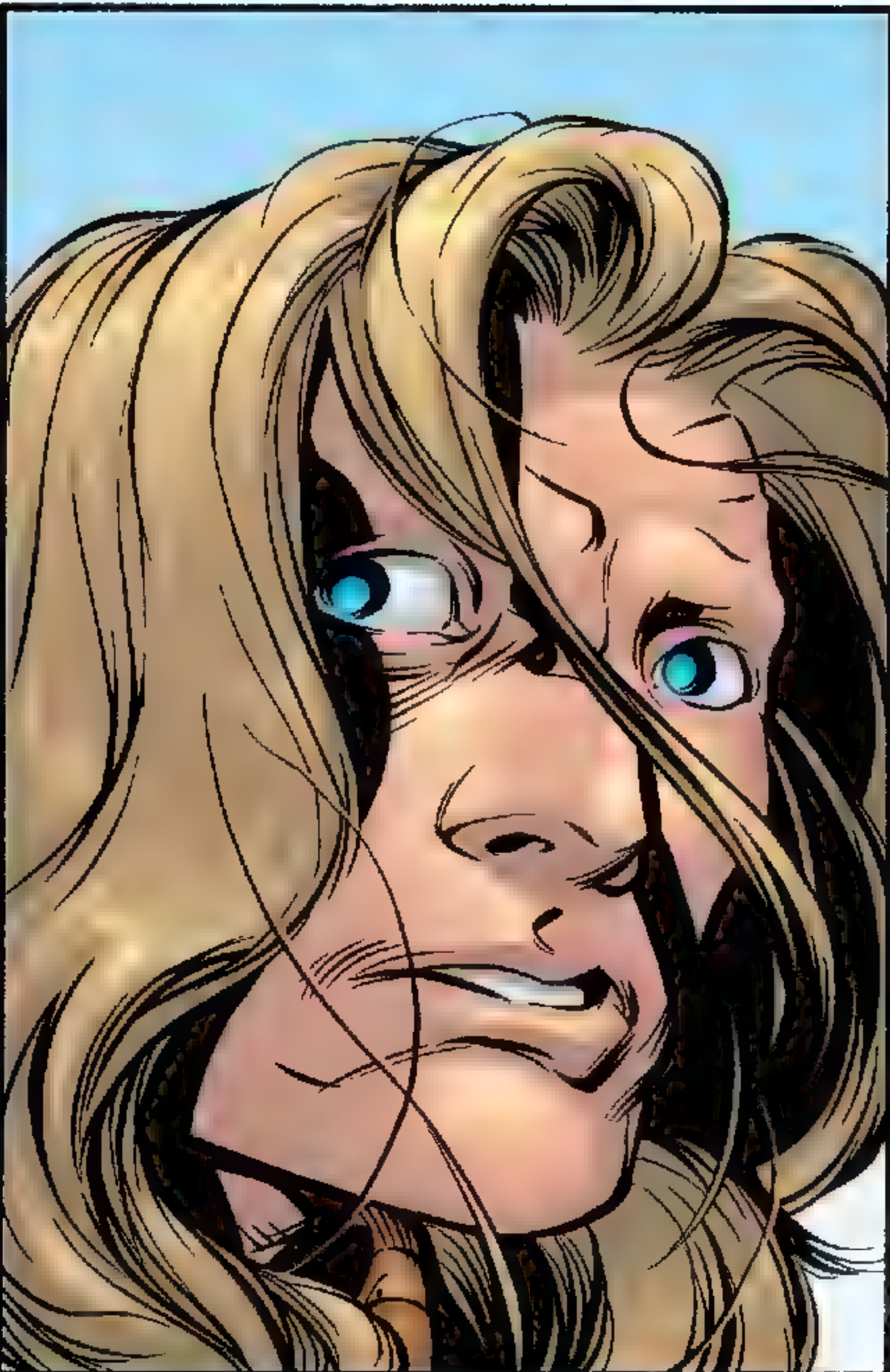


Okay...

Well...

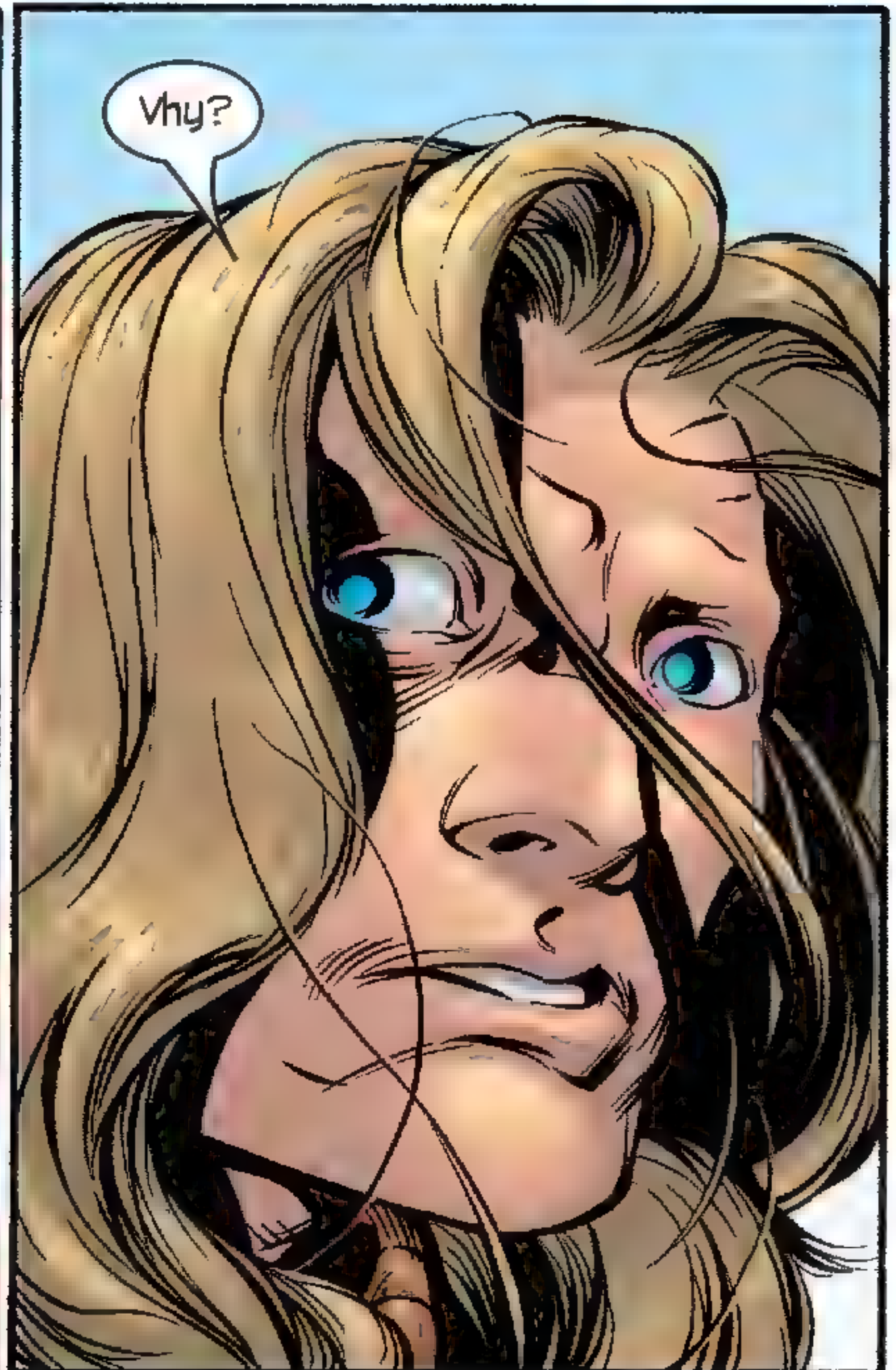
Instead of *that*, how about this...

"With great power there must also come great responsibility."



You have powers-- your powers...

I'm saying, you should do something to *help* people.



Why?





AAH!!!
Please!!



That's all!!
W-where's the cash?

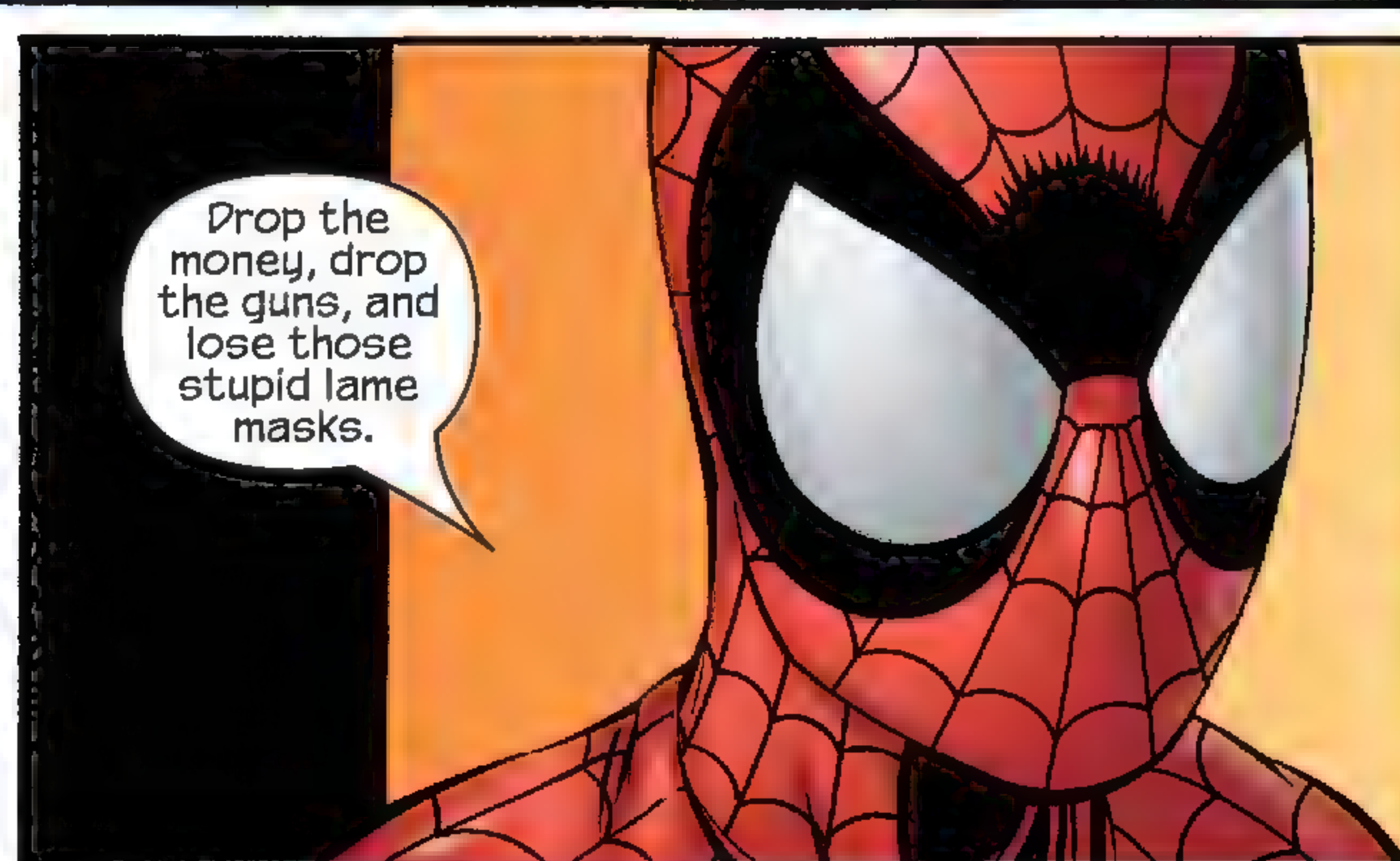
It's in the s-s-safe!!

Then get it!

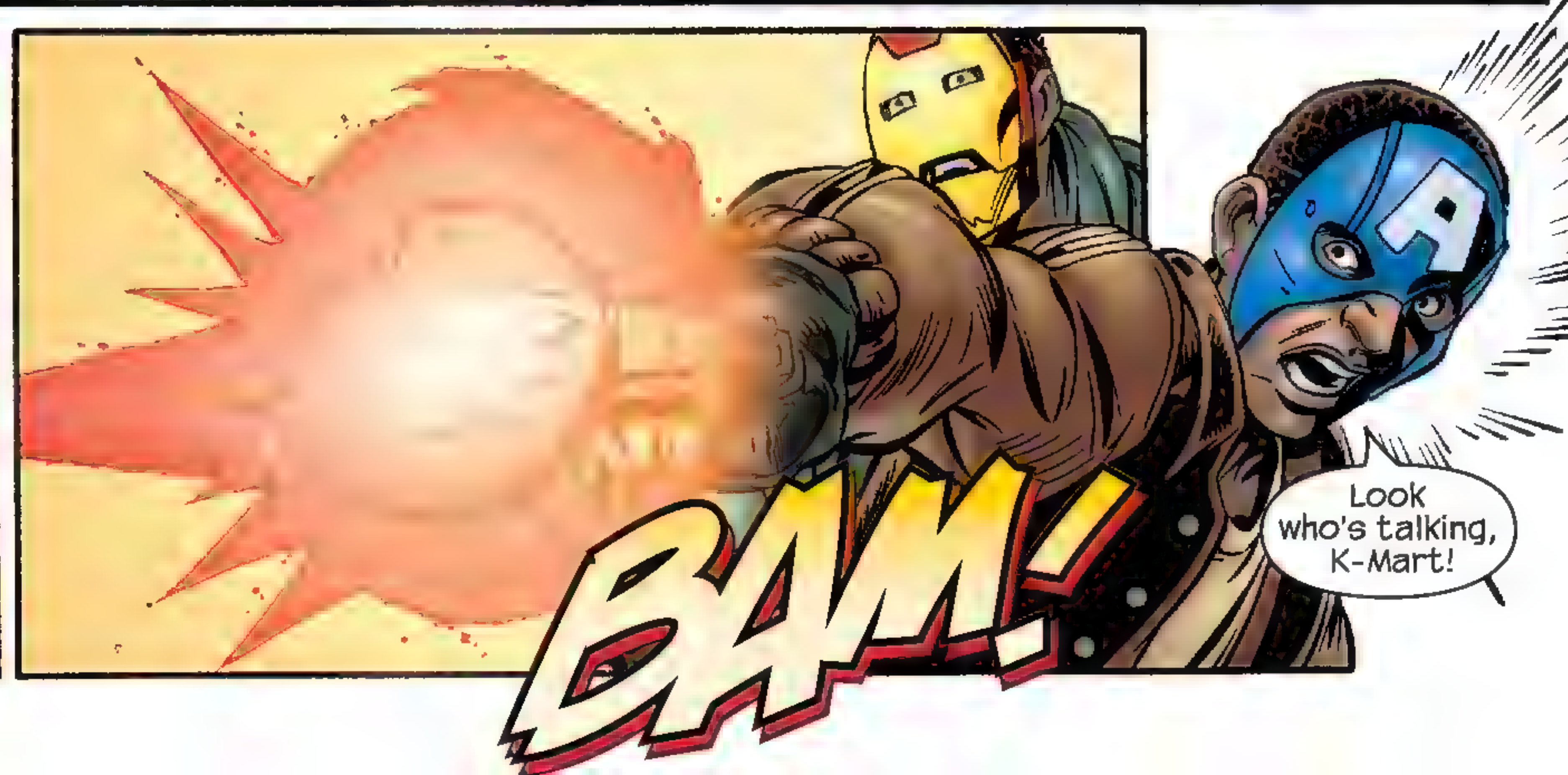
I can't open the safe!! We don't-- they don't have the--

Then how do you get the money into the safe in the first place?!

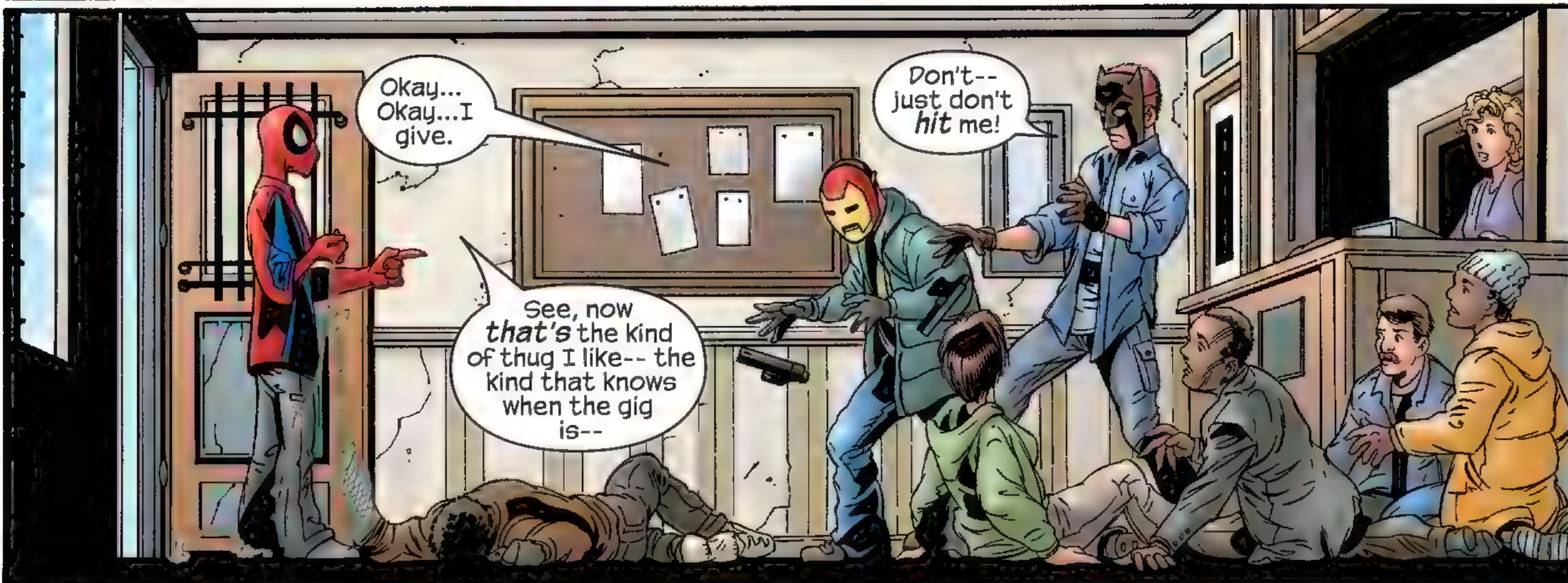
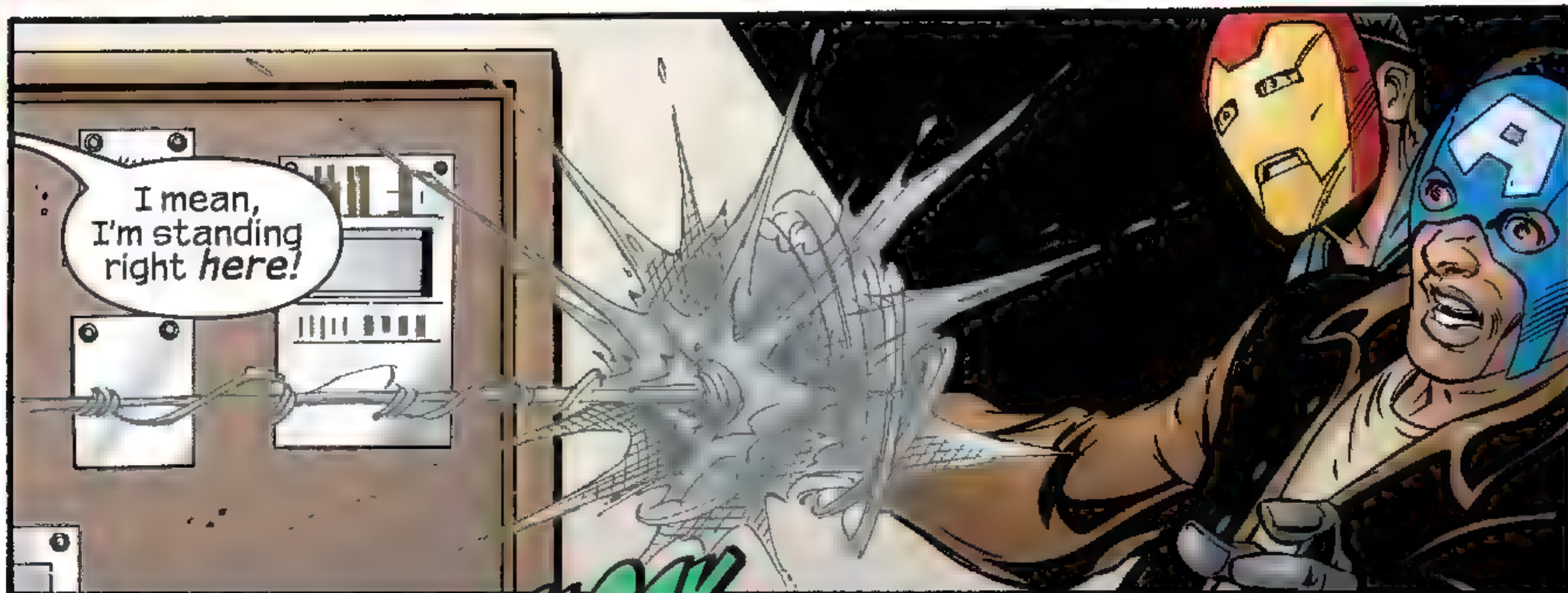
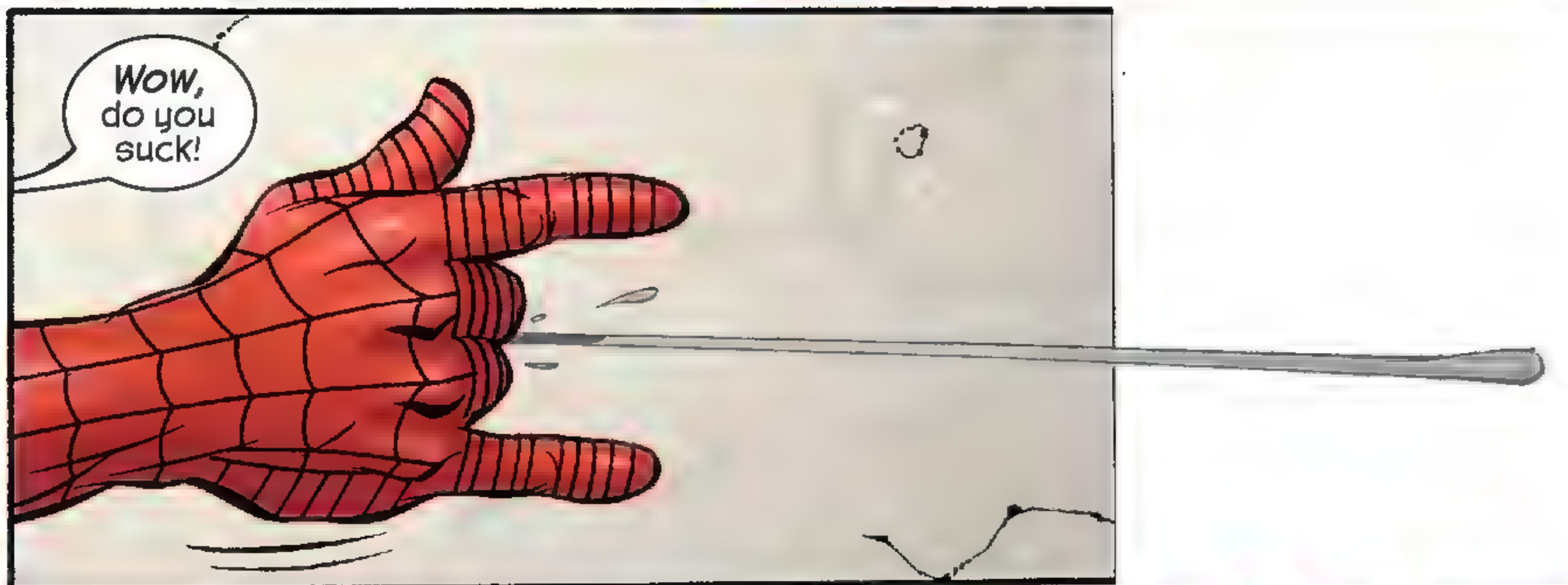
Uh-- Dave...

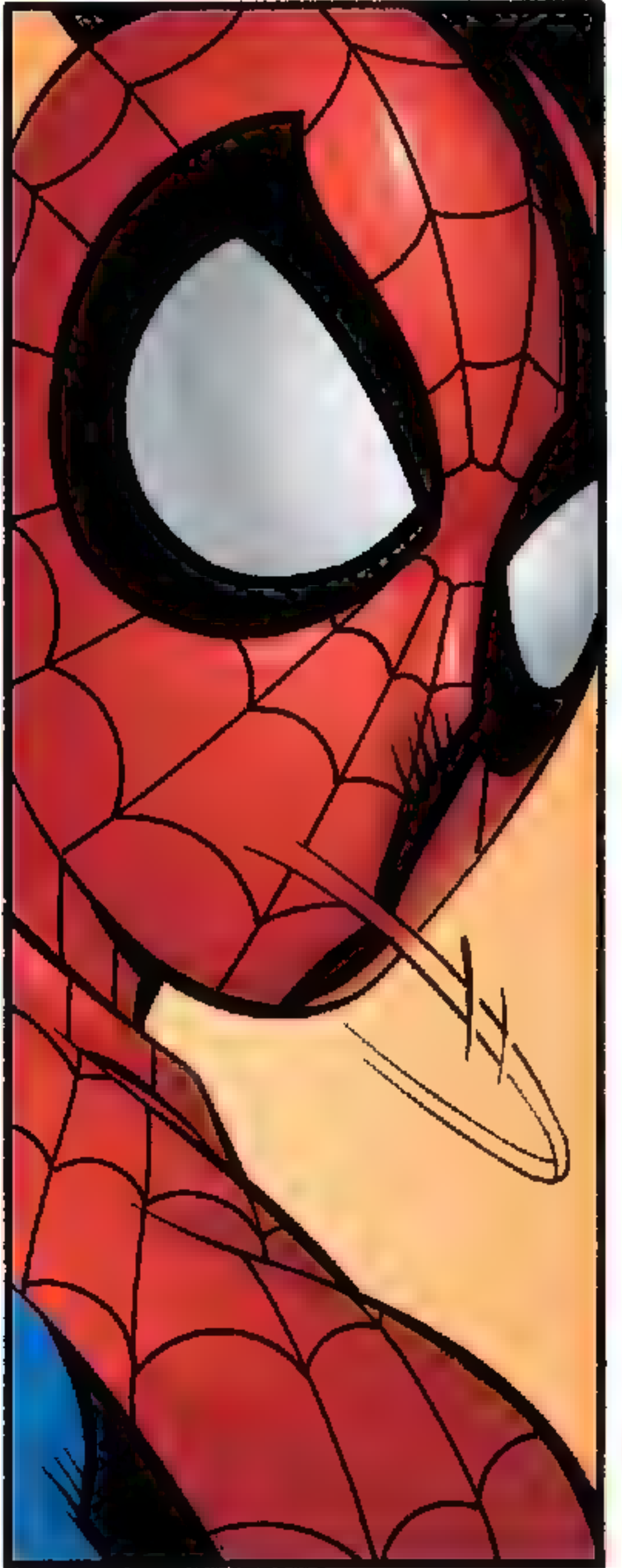


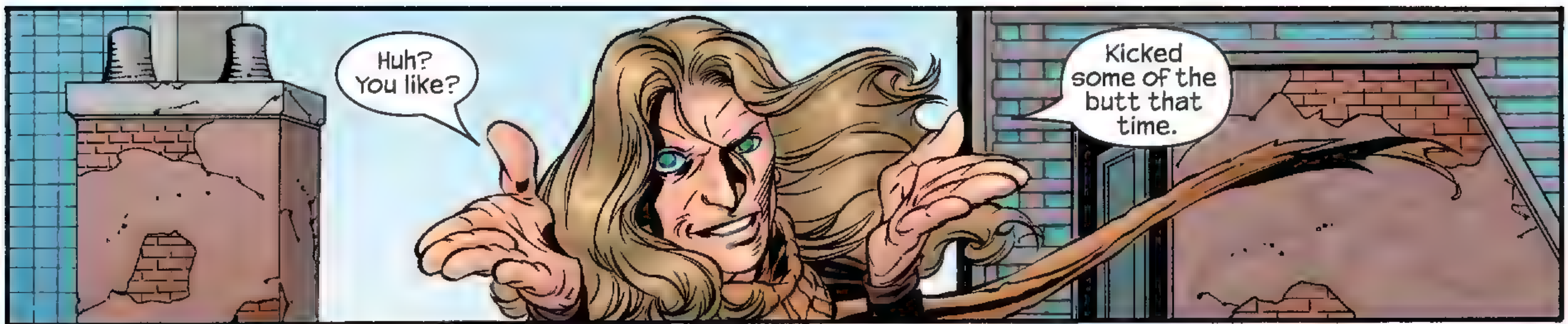
Drop the money, drop the guns, and lose those stupid lame masks.

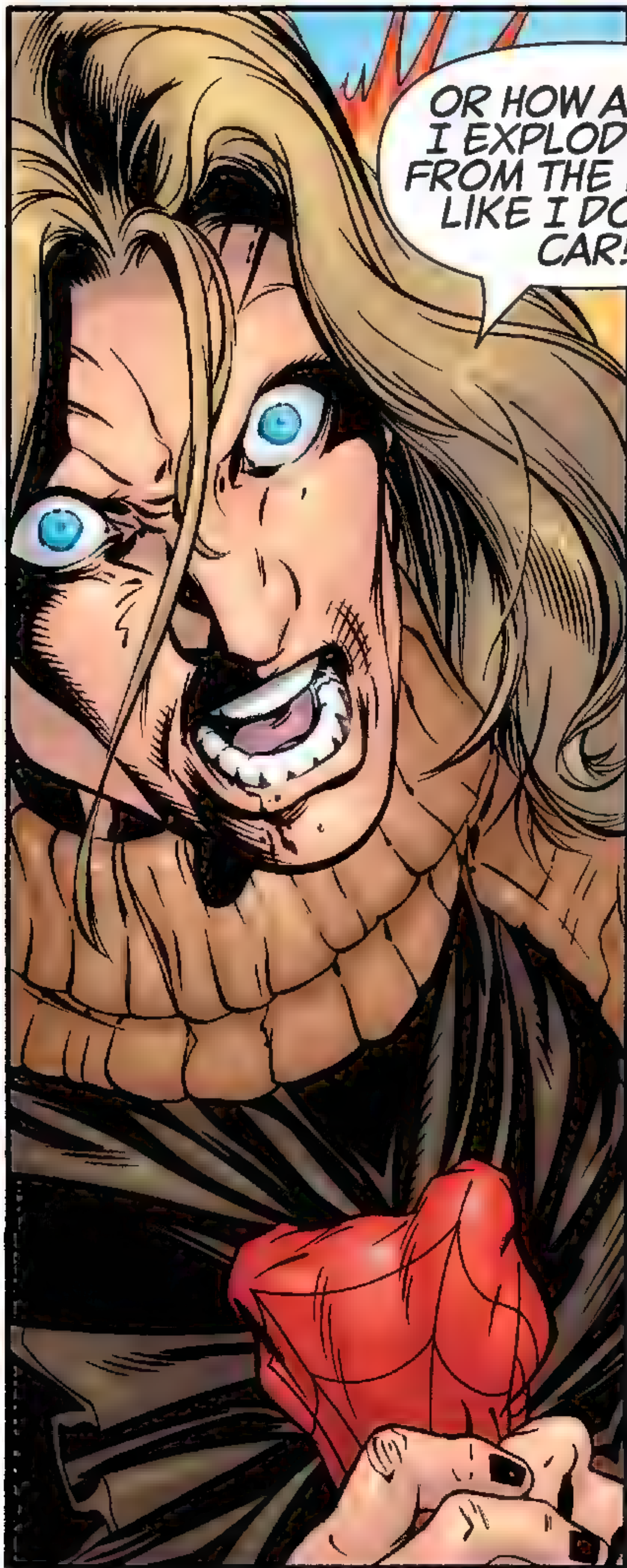


Look who's talking, K-Mart!

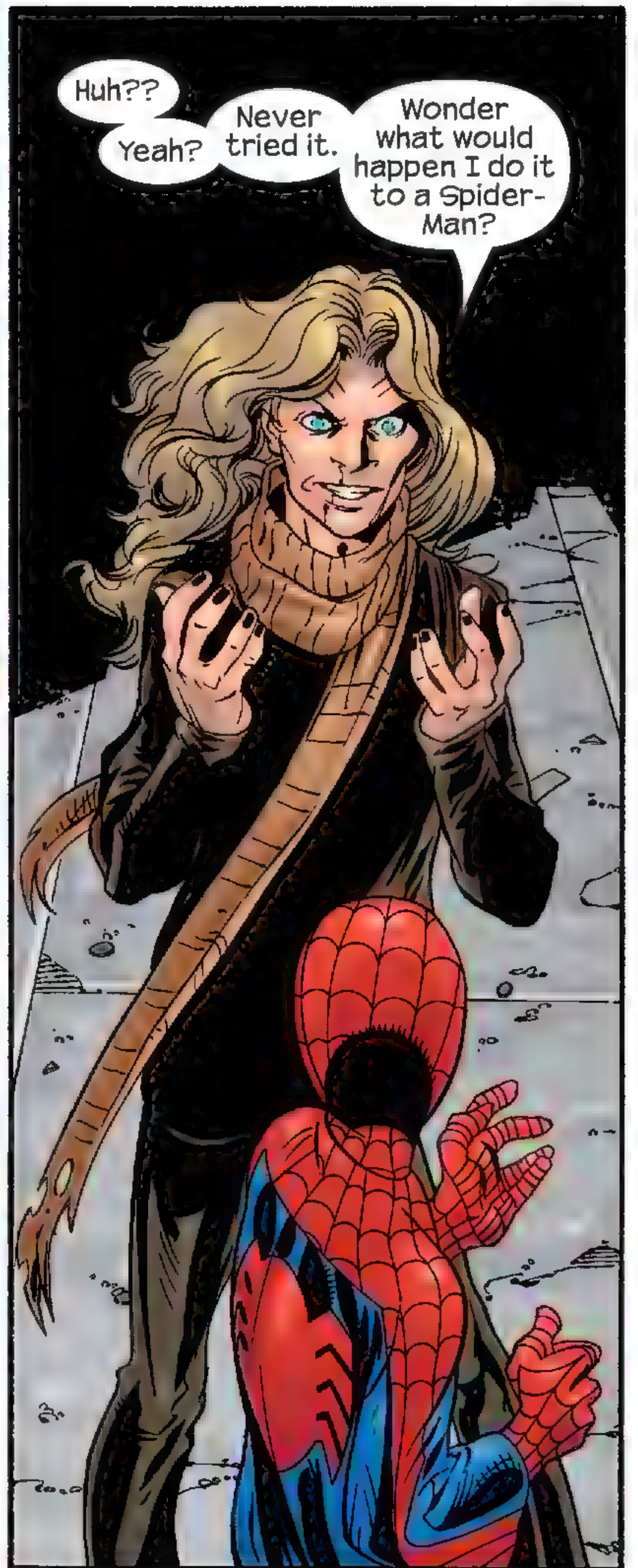








OR HOW ABOUT
I EXPLODE YOU
FROM THE INSIDE
LIKE I DO THE
CAR!!

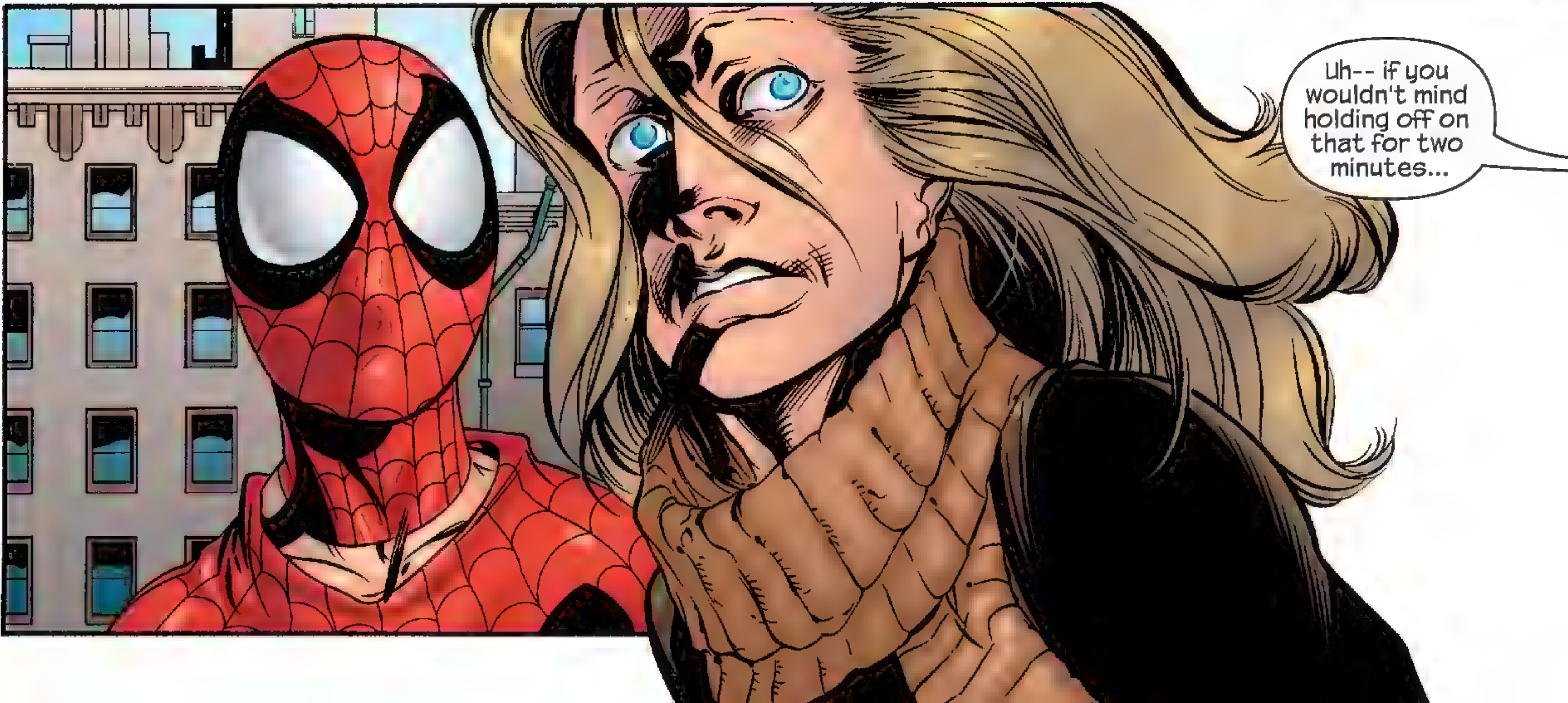
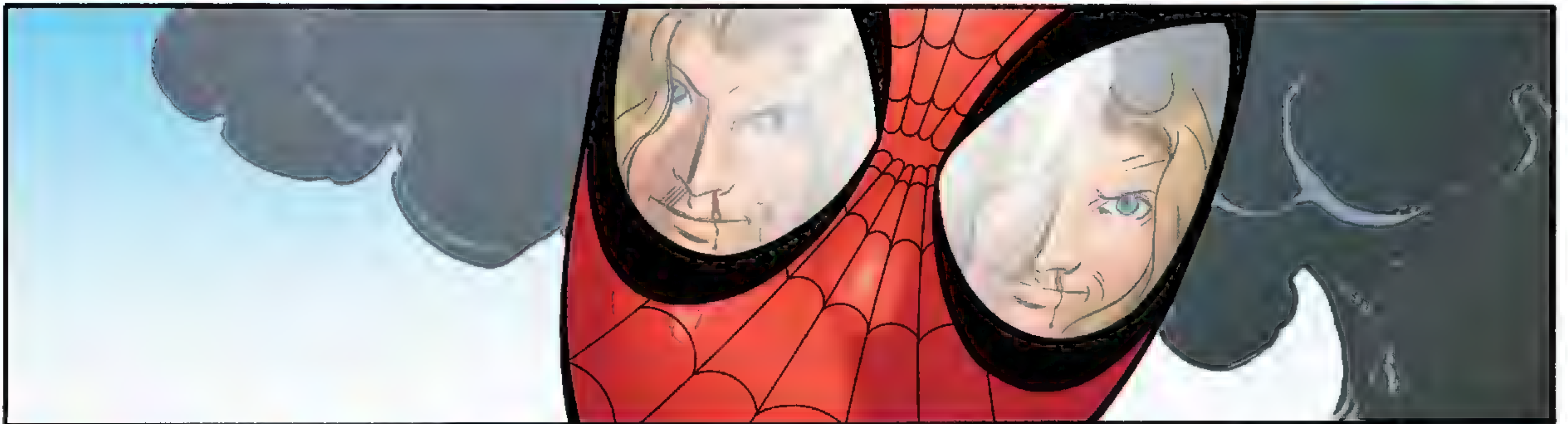


Huh???

Yeah?

Never
tried it.

Wonder
what would
happen I do it
to a Spider-
Man?



Uh-- if you
wouldn't mind
holding off on
that for two
minutes...



We'd like to talk to you.

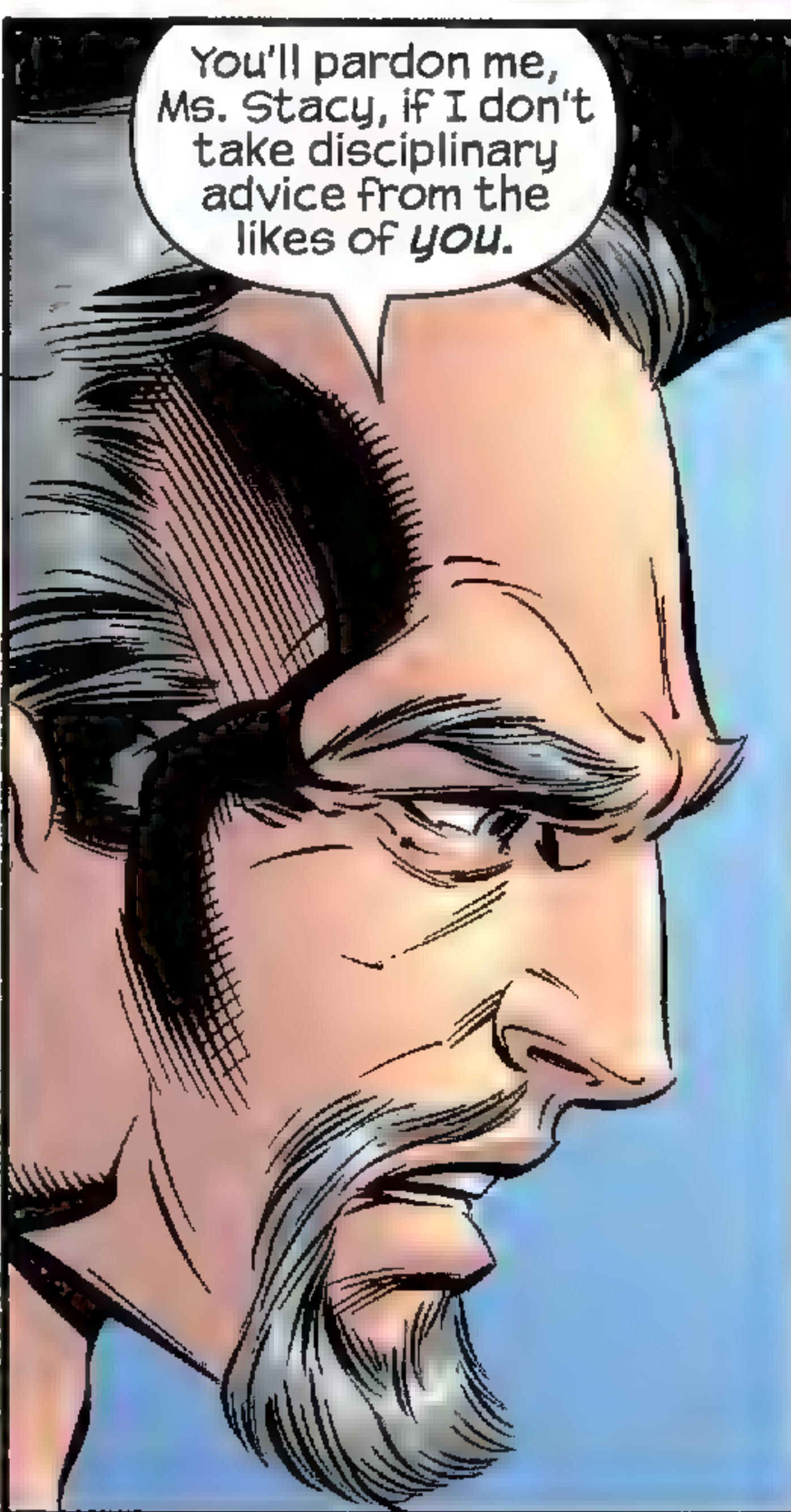
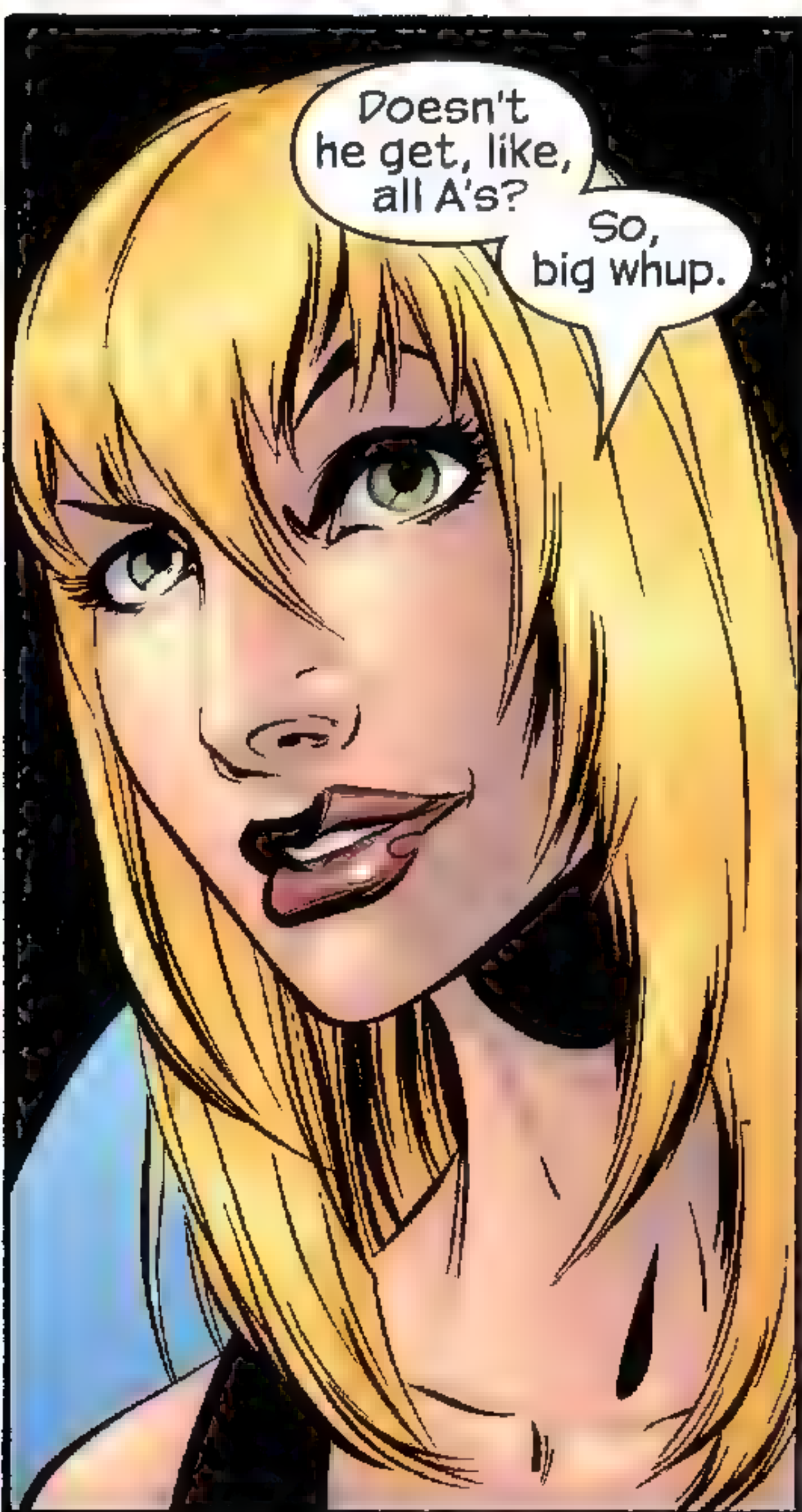
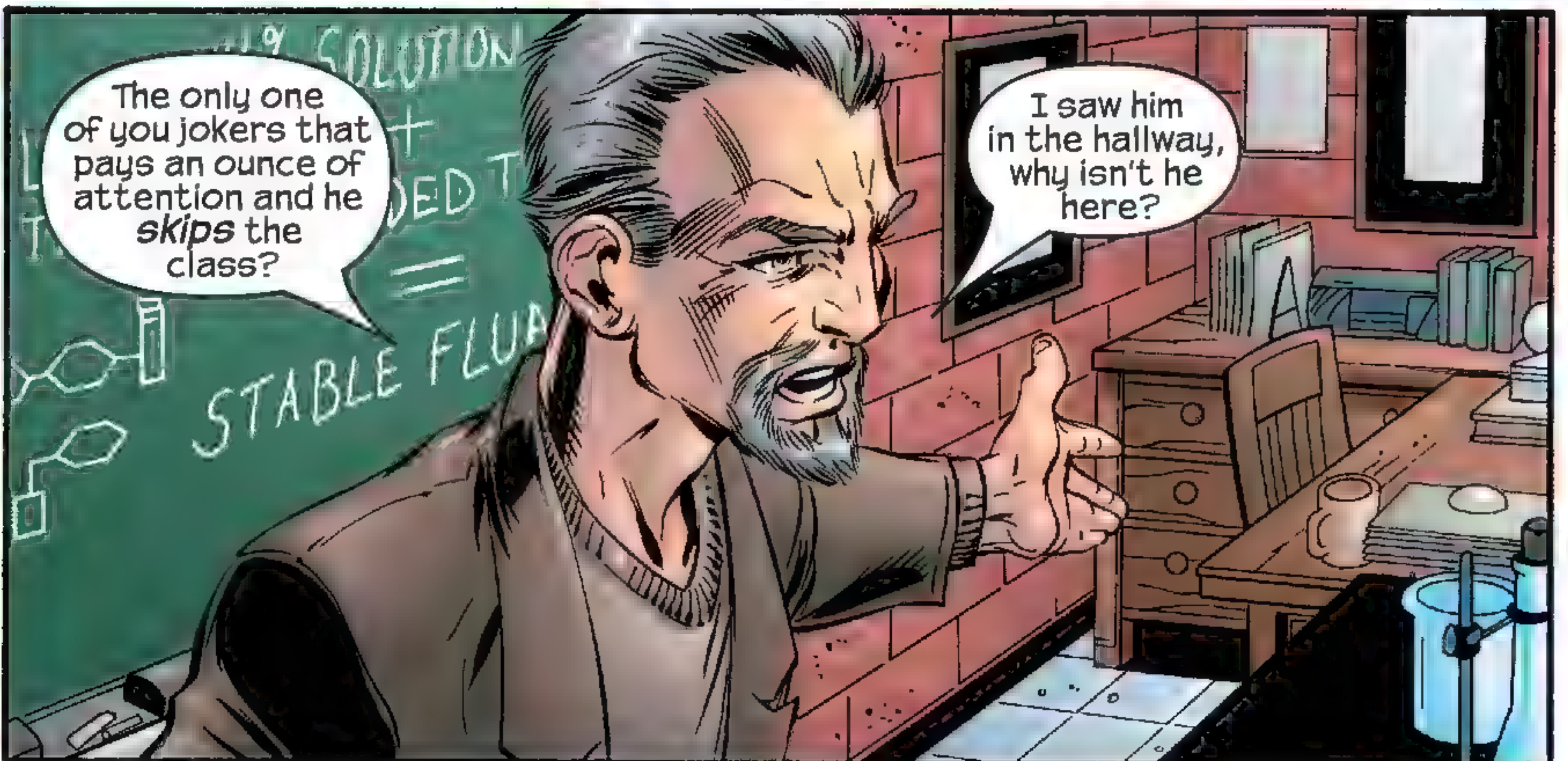
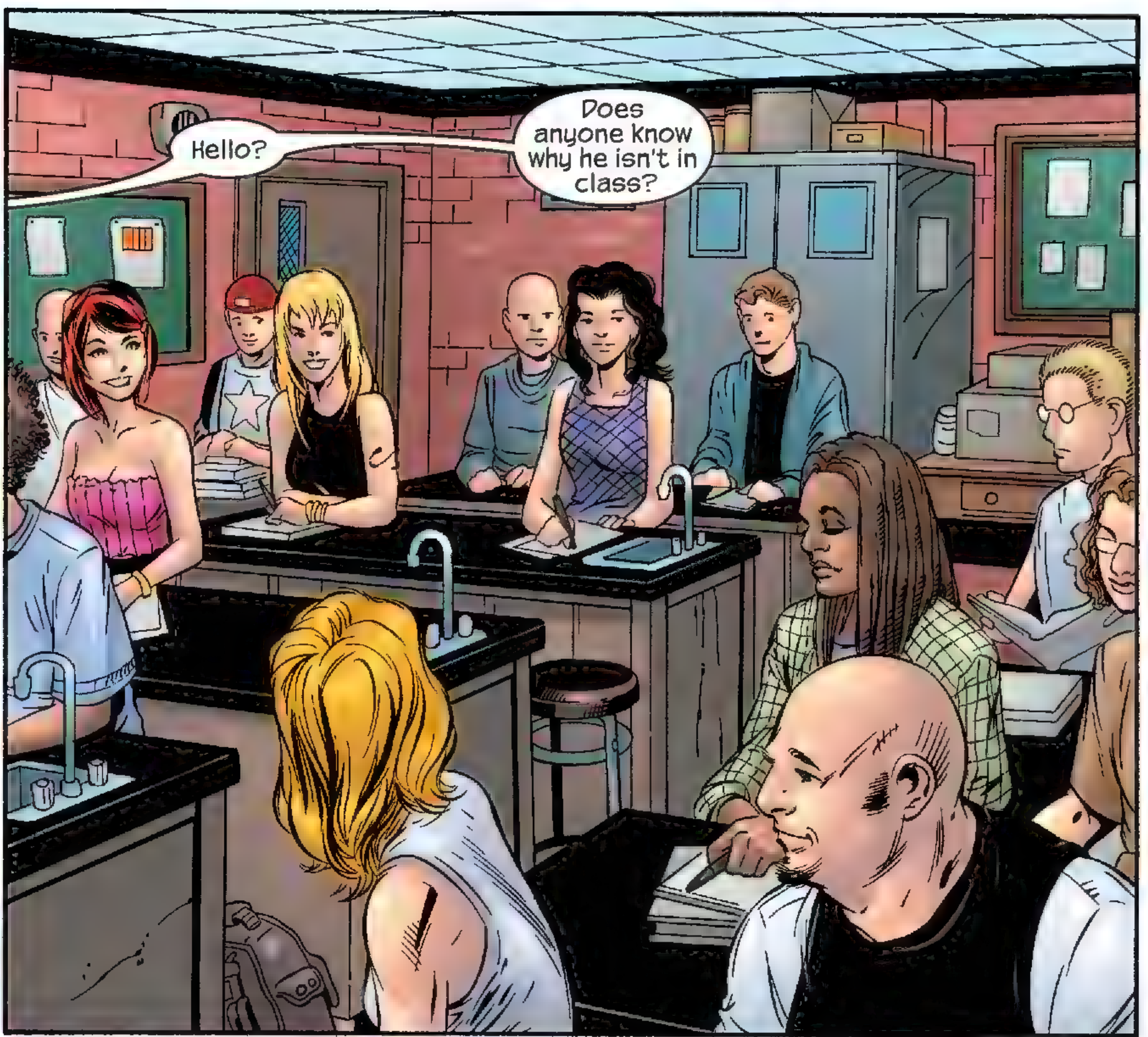
We're The X-Men.

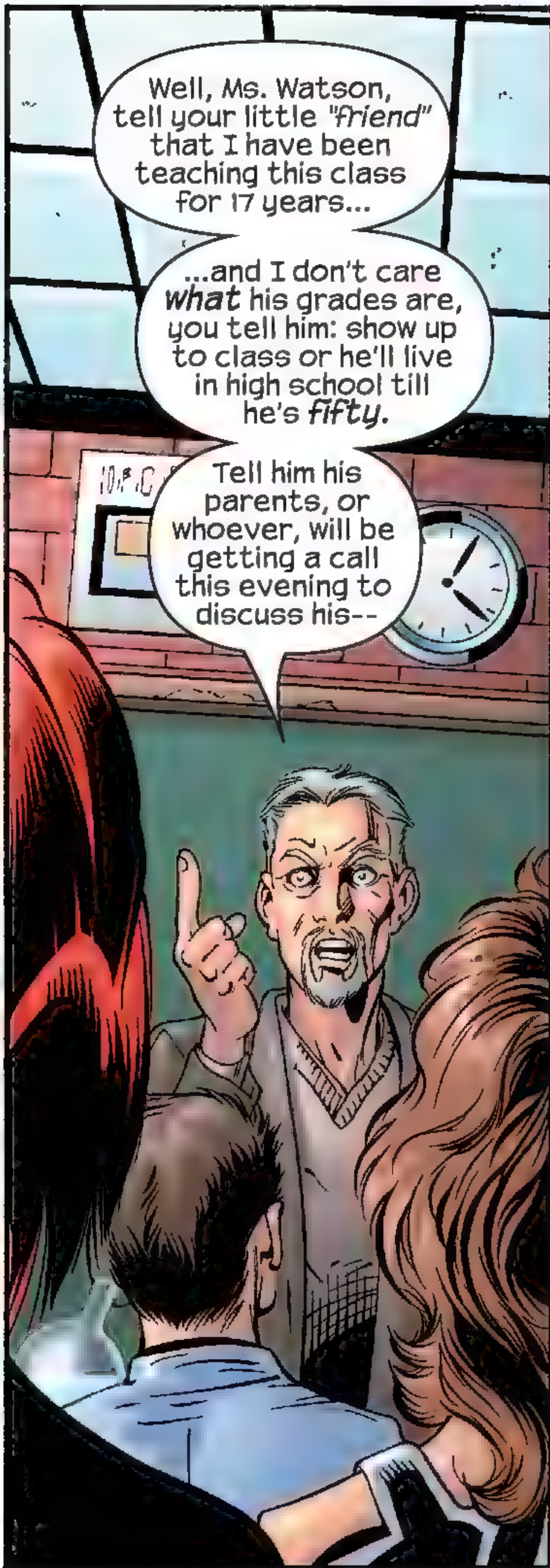
The cute ones!

As seen on TV.

Told you you were a mutant...



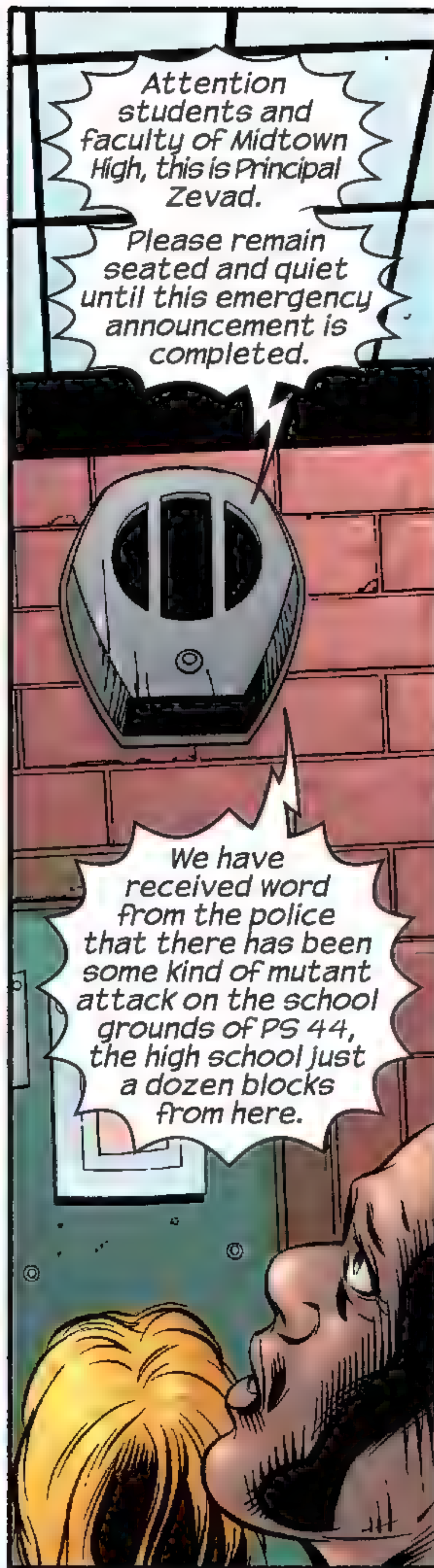




Well, Ms. Watson, tell your little "friend" that I have been teaching this class for 17 years...

...and I don't care *what* his grades are, you tell him: show up to class or he'll live in high school till he's *fifty*.

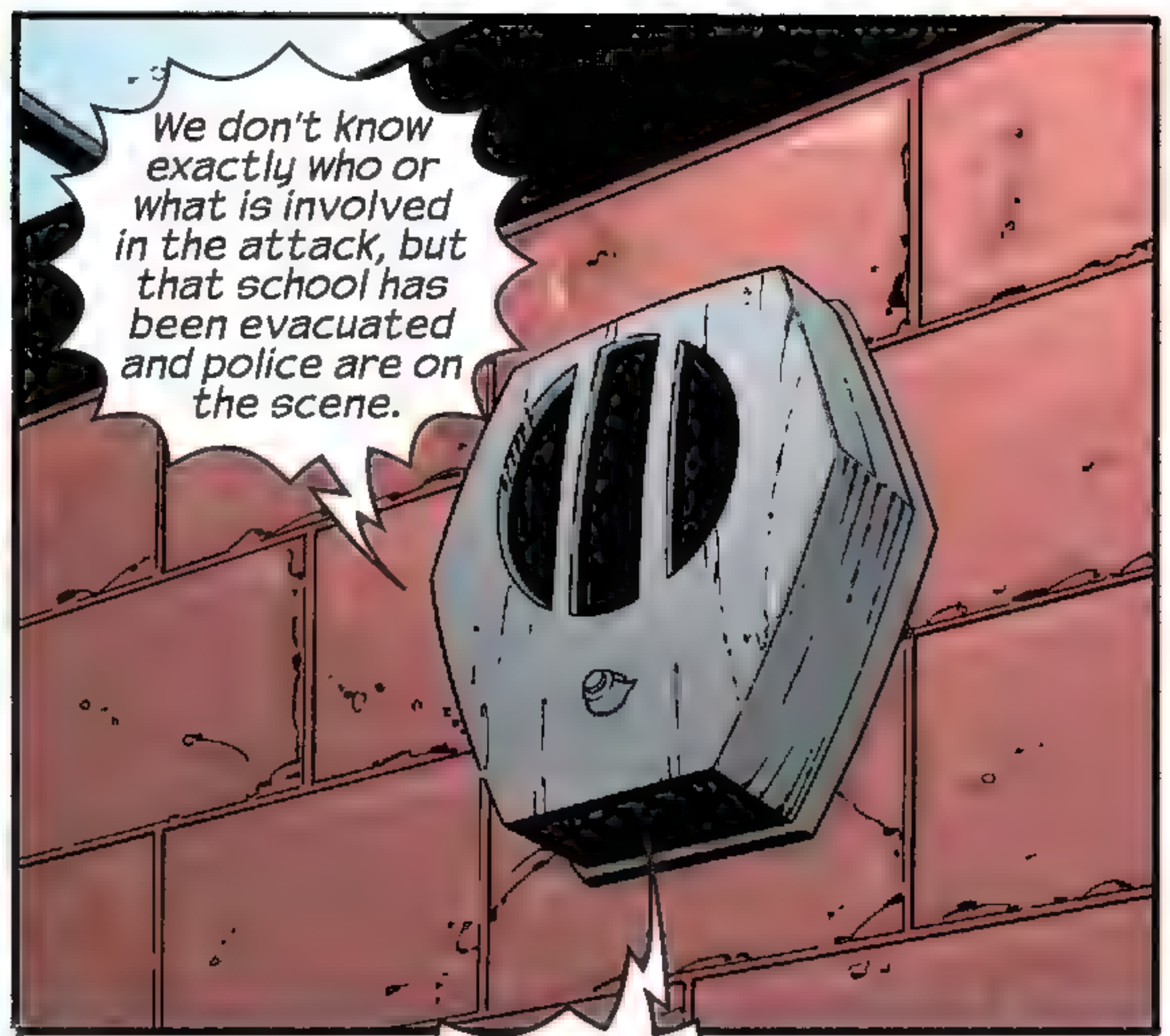
Tell him his parents, or whoever, will be getting a call this evening to discuss his--



Attention students and faculty of Midtown High, this is Principal Zevad.

Please remain seated and quiet until this emergency announcement is completed.

We have received word from the police that there has been some kind of mutant attack on the school grounds of PS 44, the high school just a dozen blocks from here.



We don't know exactly who or what is involved in the attack, but that school has been evacuated and police are on the scene.



For safety purposes I am ending the school day effective immediately. School is closed for the day.



The busses are already here.

Your parents have been called and will be meeting you in the C parking lot.

If you do not have a ride home, I and my staff will be in the parking lot to direct you to which bus or whatever else you need.

It is imperative that you stay away from PS 44 and go directly home.

Again, your parents have been called and are aware of the situation.

Stay seated. Remain seated!!

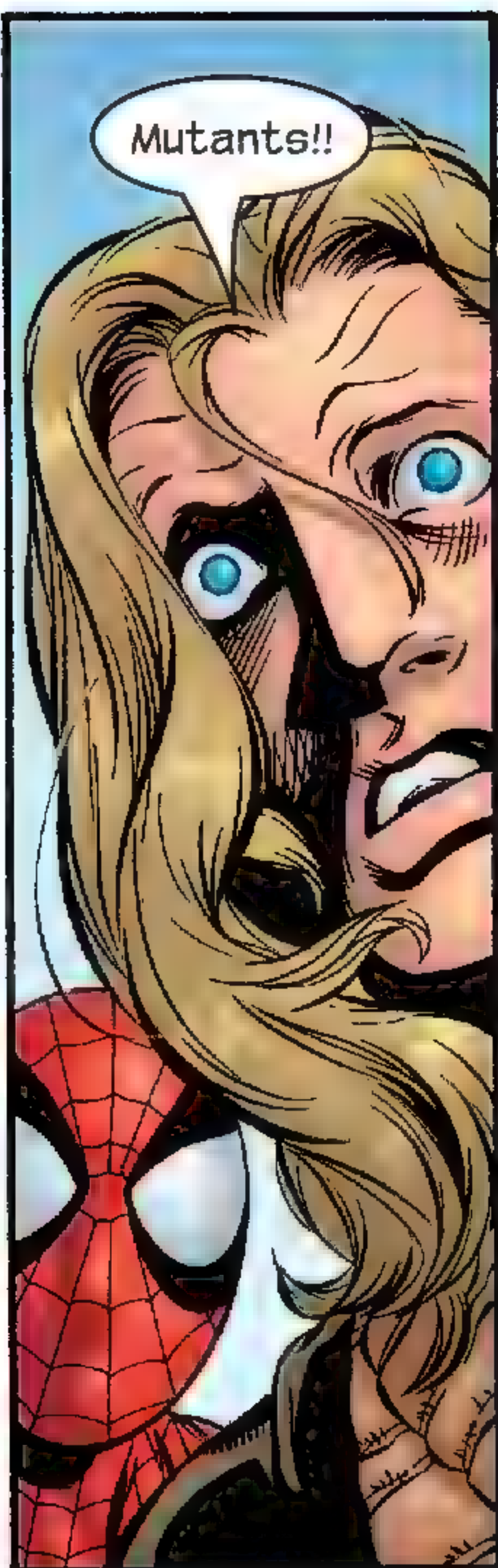
Settle down!!

Yes!

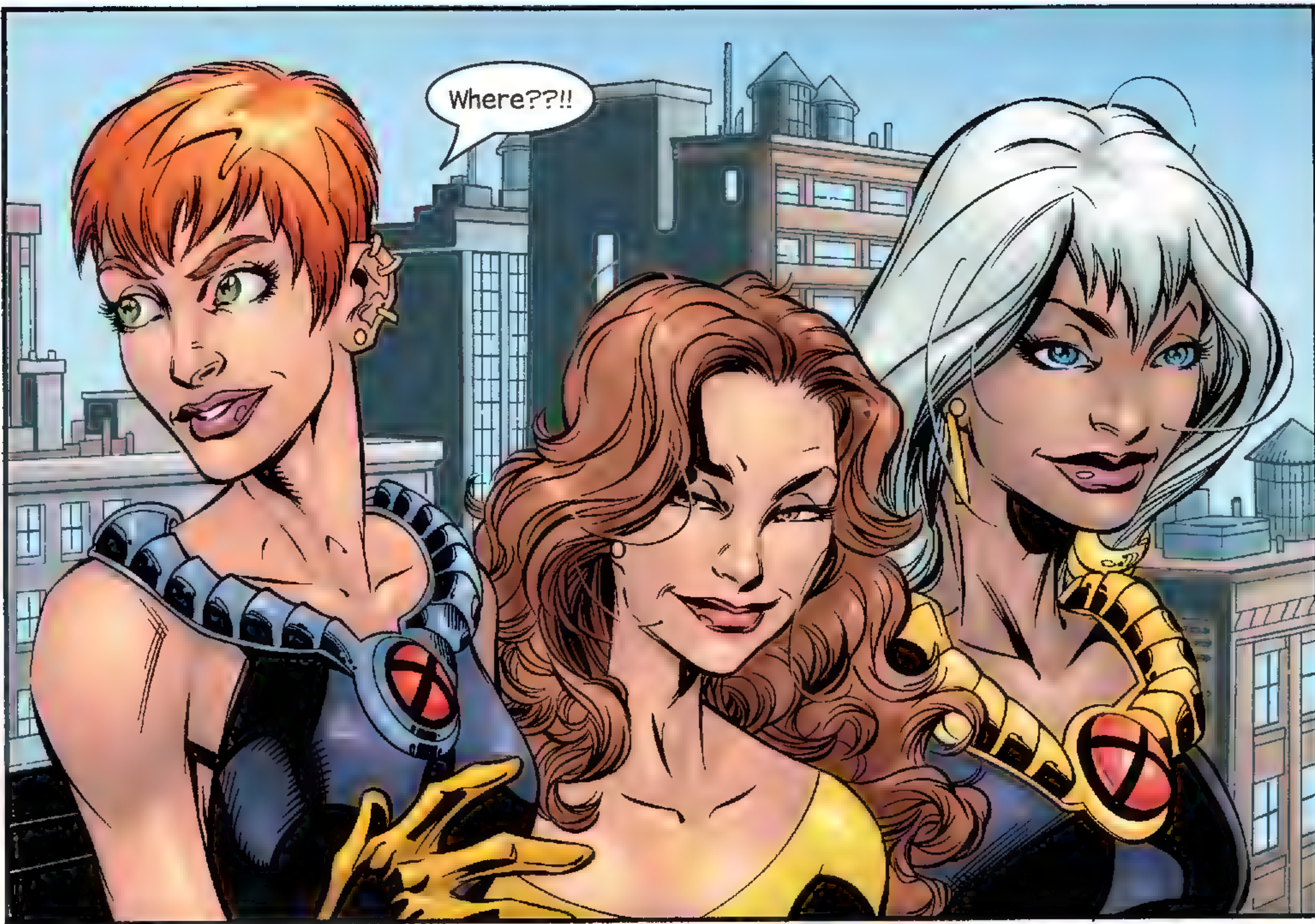


So, quickly and calmly, grab your books and head to parking lot C.

Mutants.



Mutants!!



Where??!!



What's going on here?



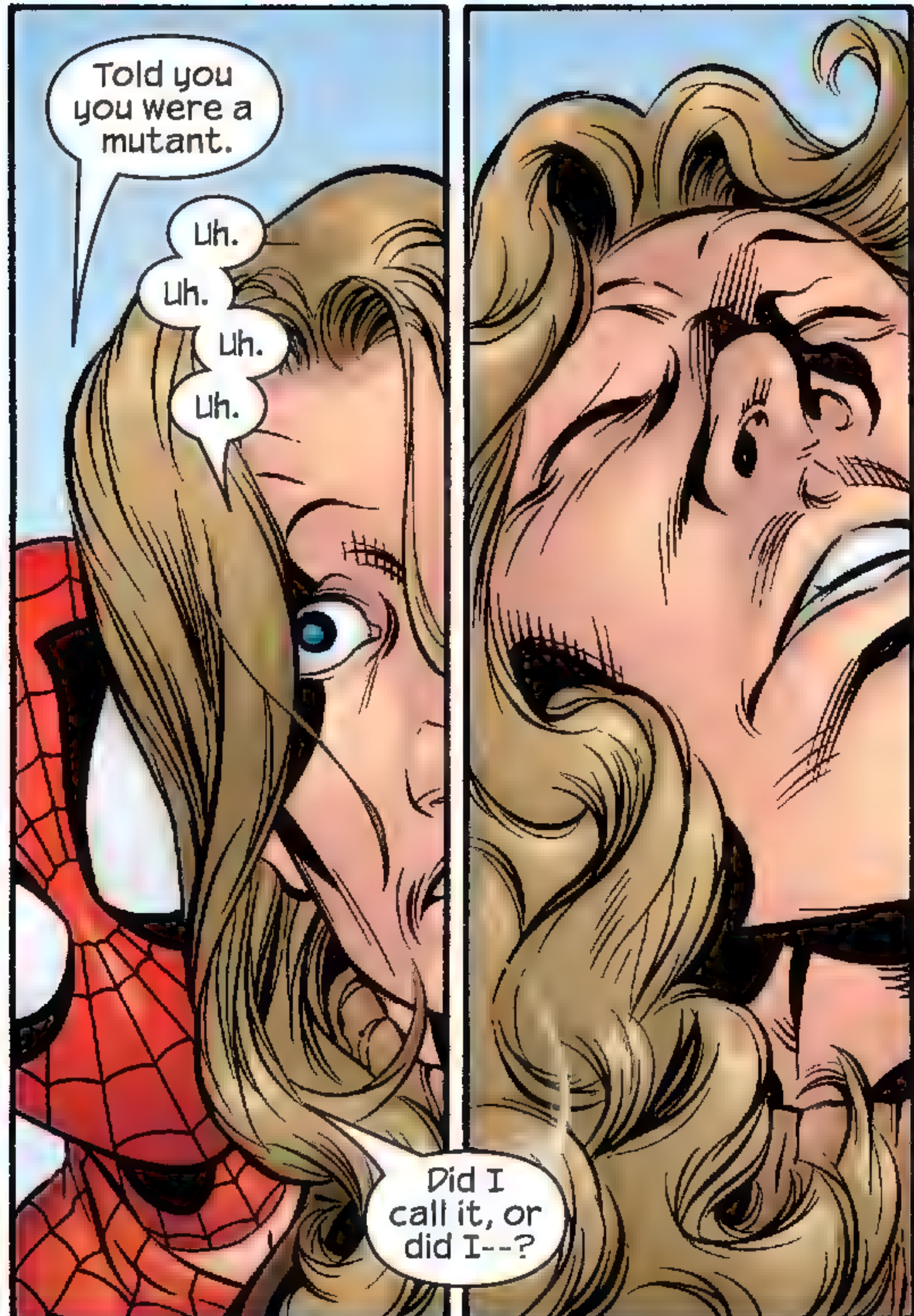
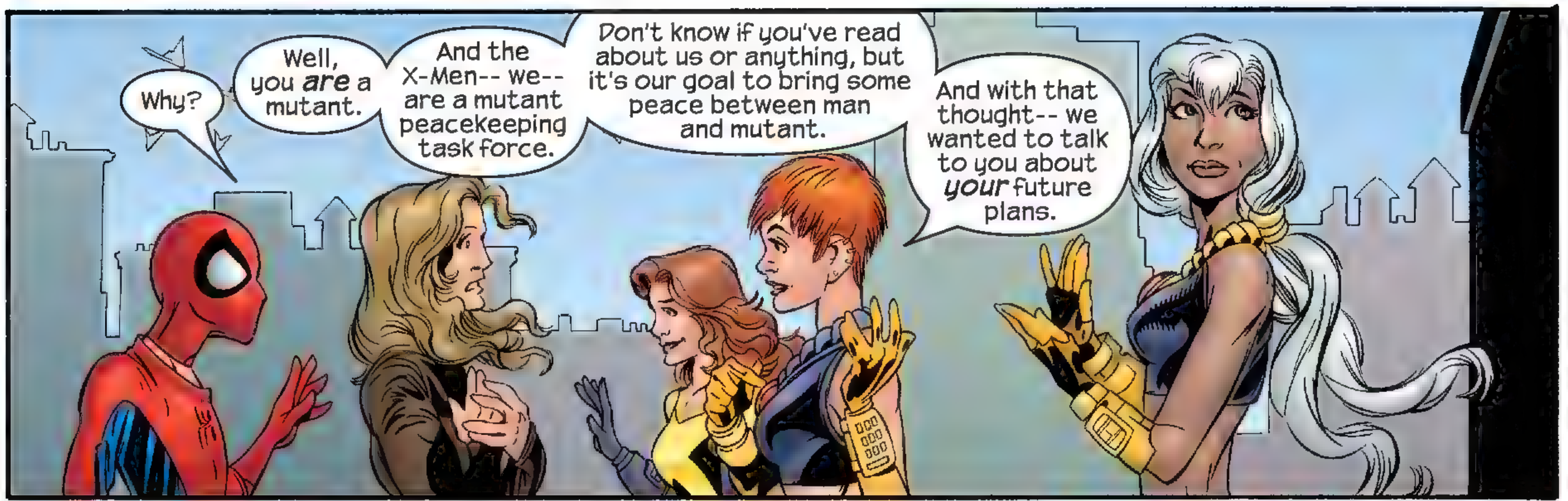
My name is Ororo.

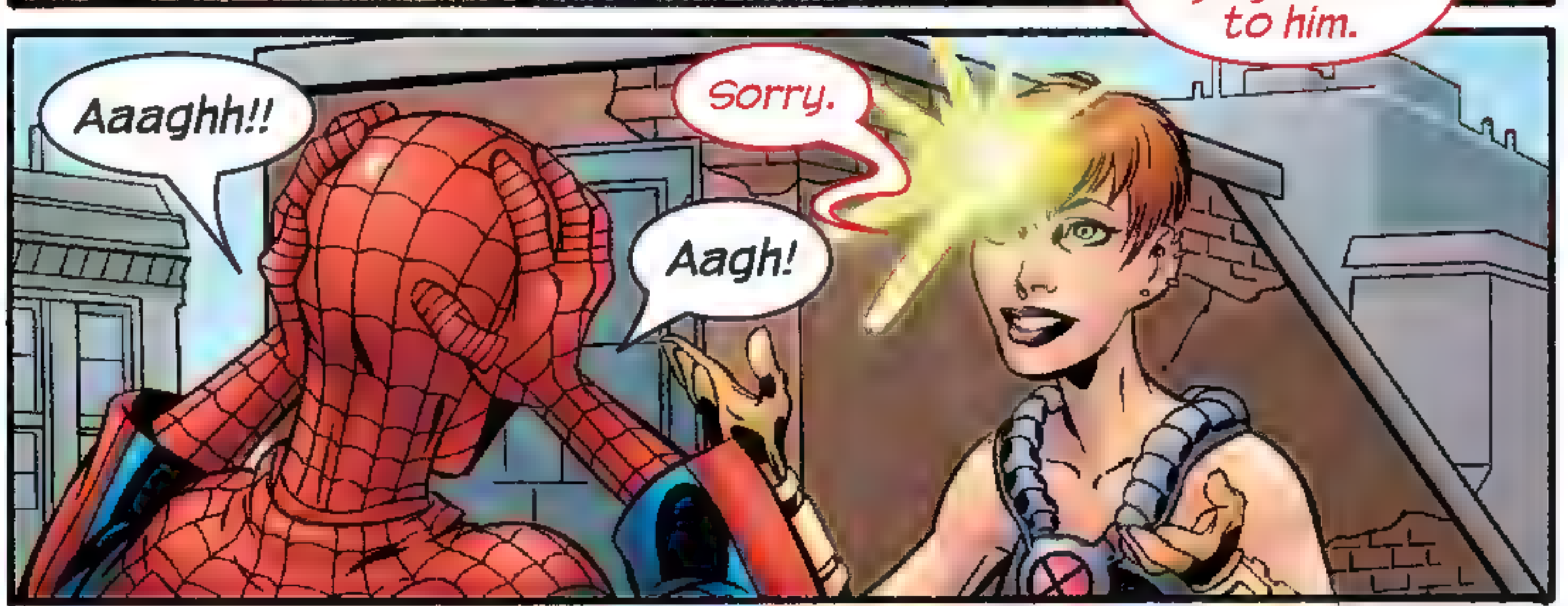
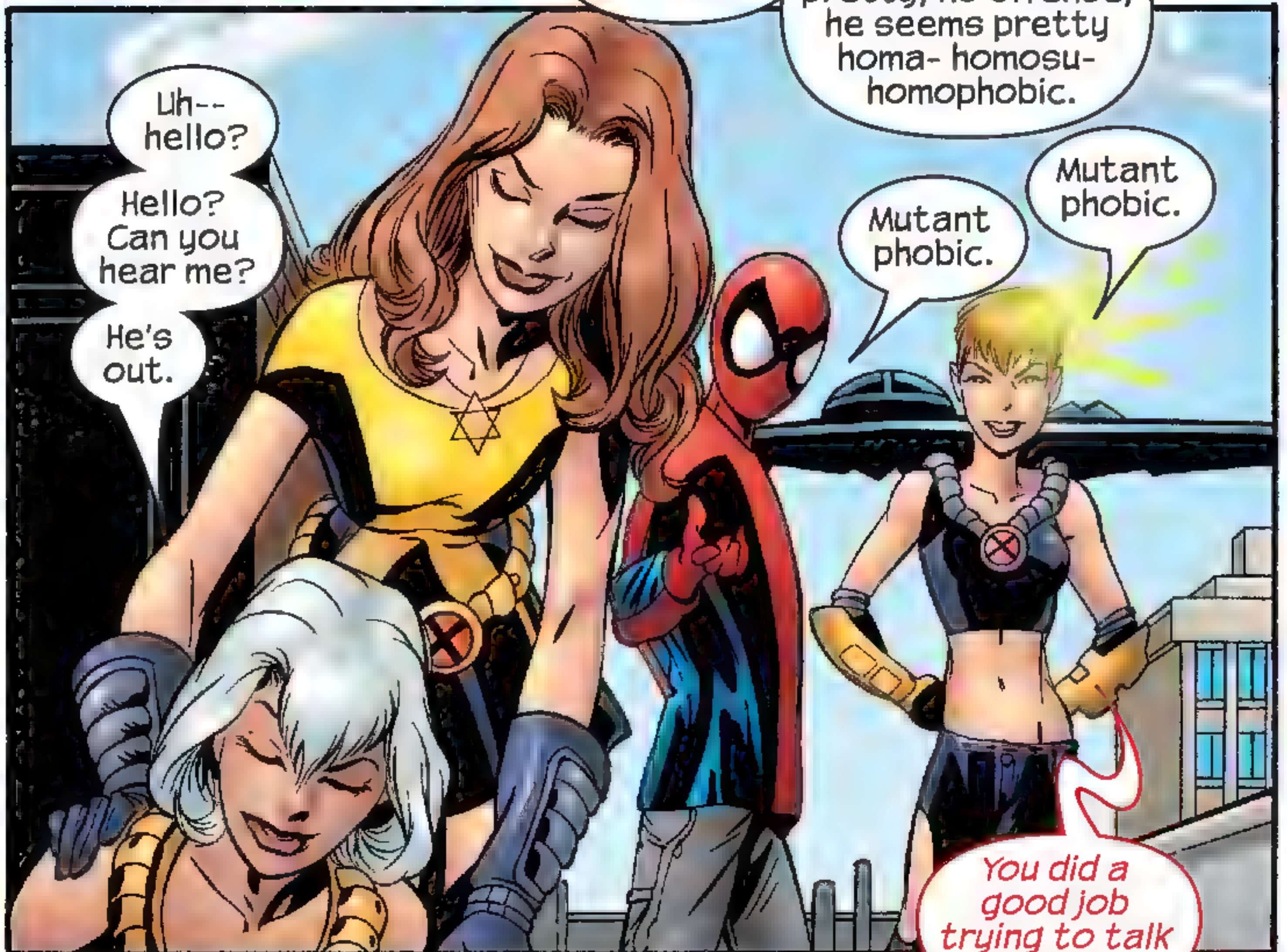
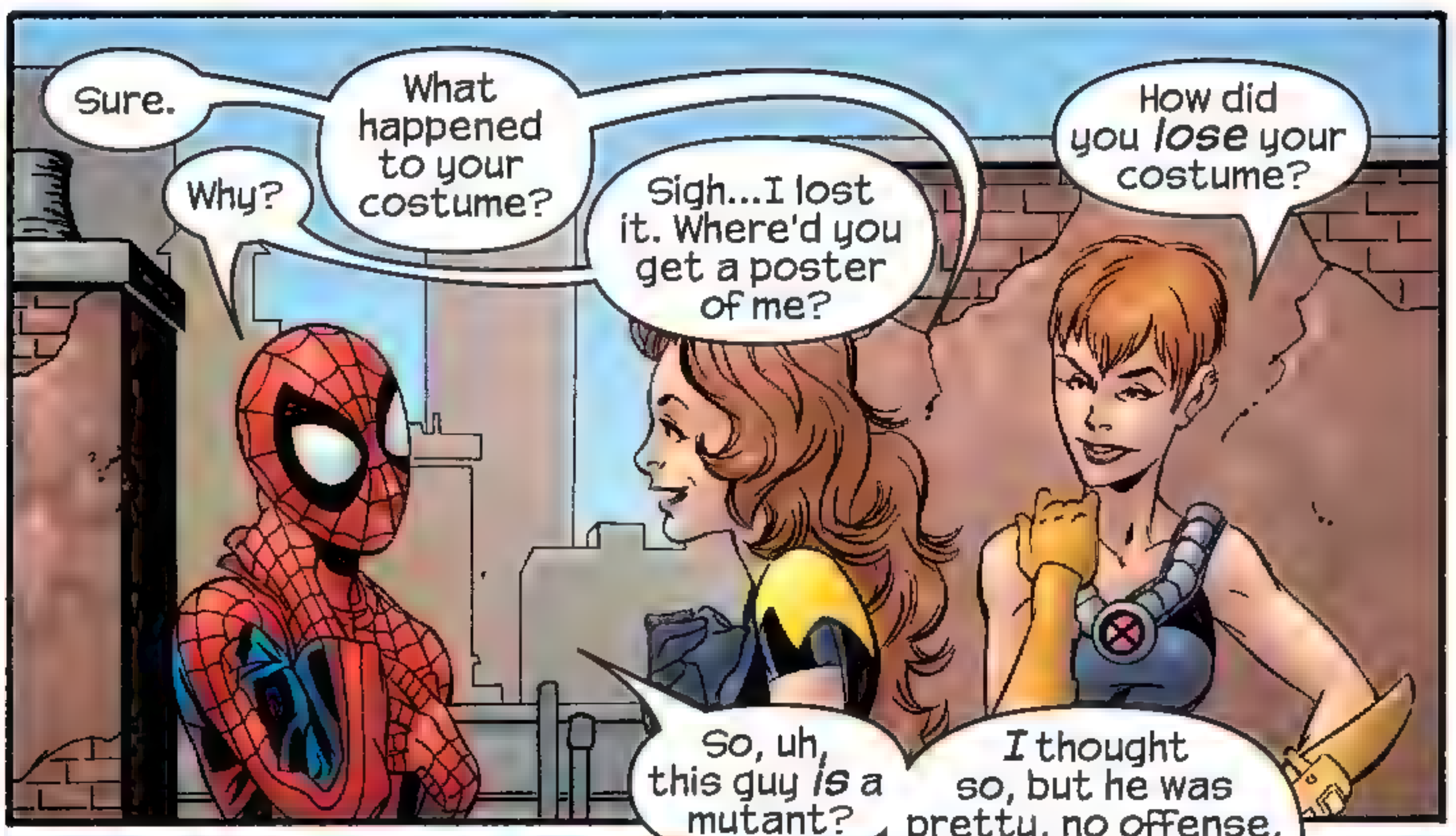
I'm one of the X-Men, this is Marvel Girl.

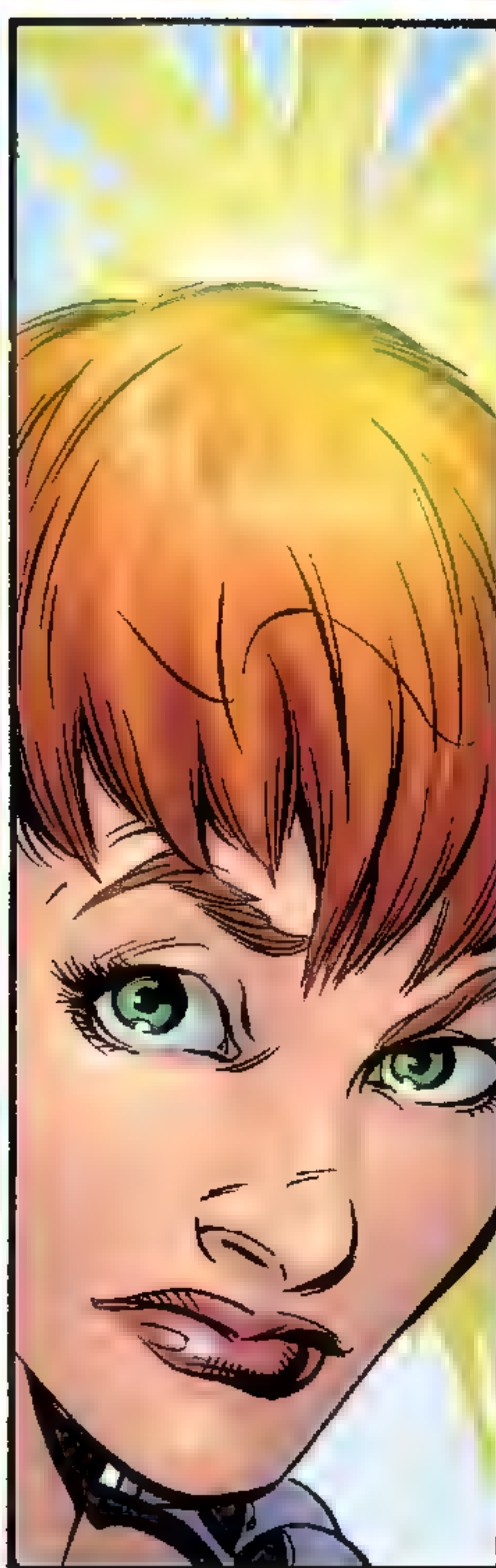
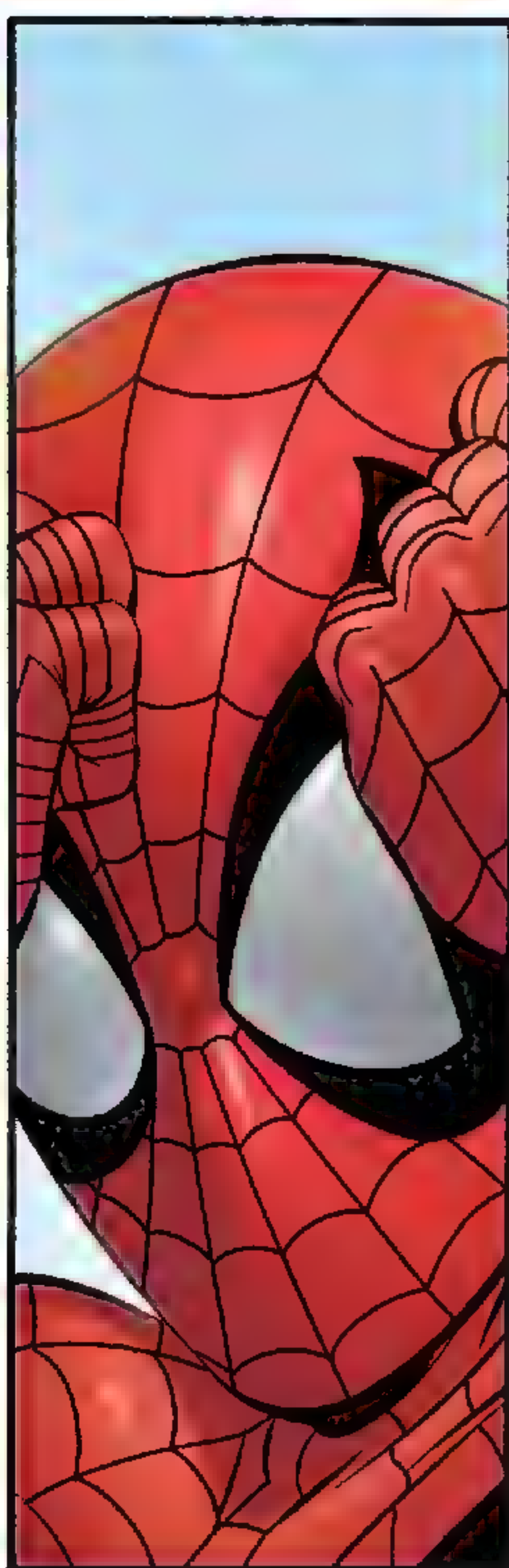
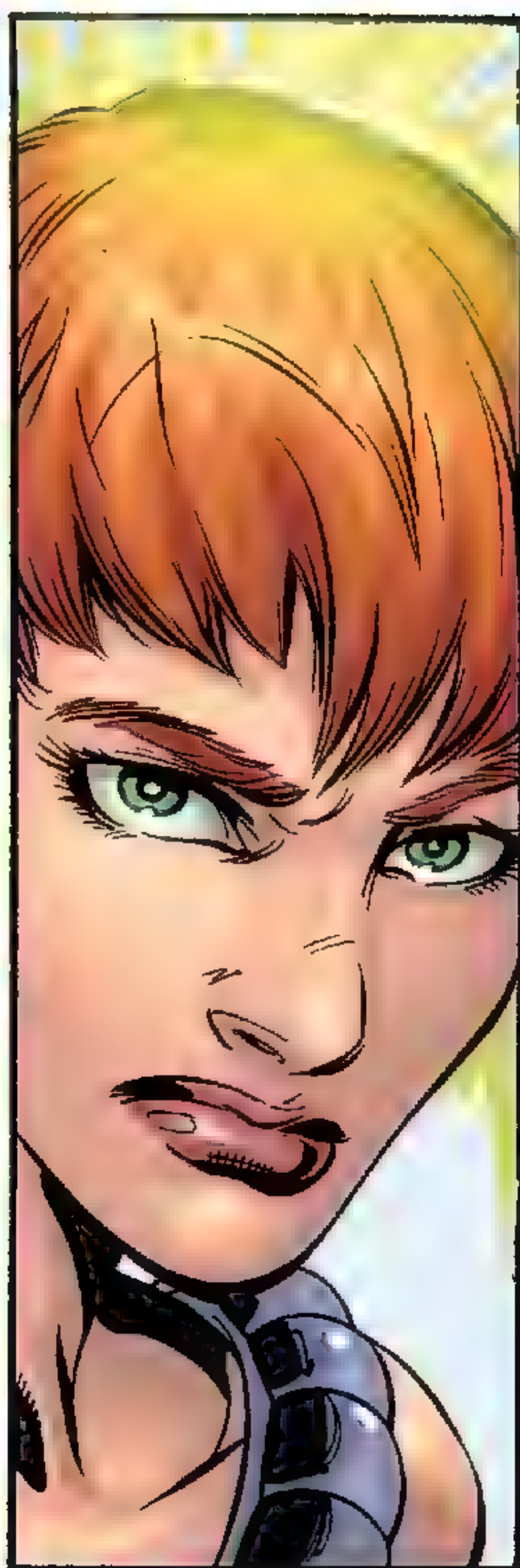
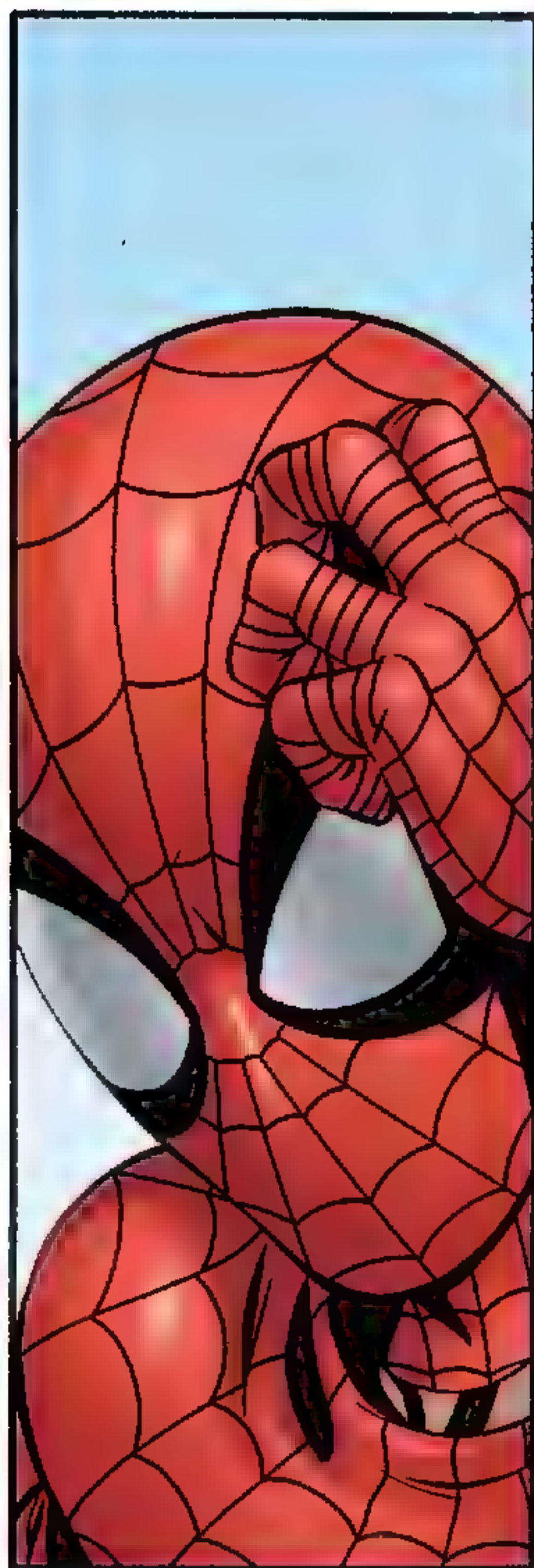
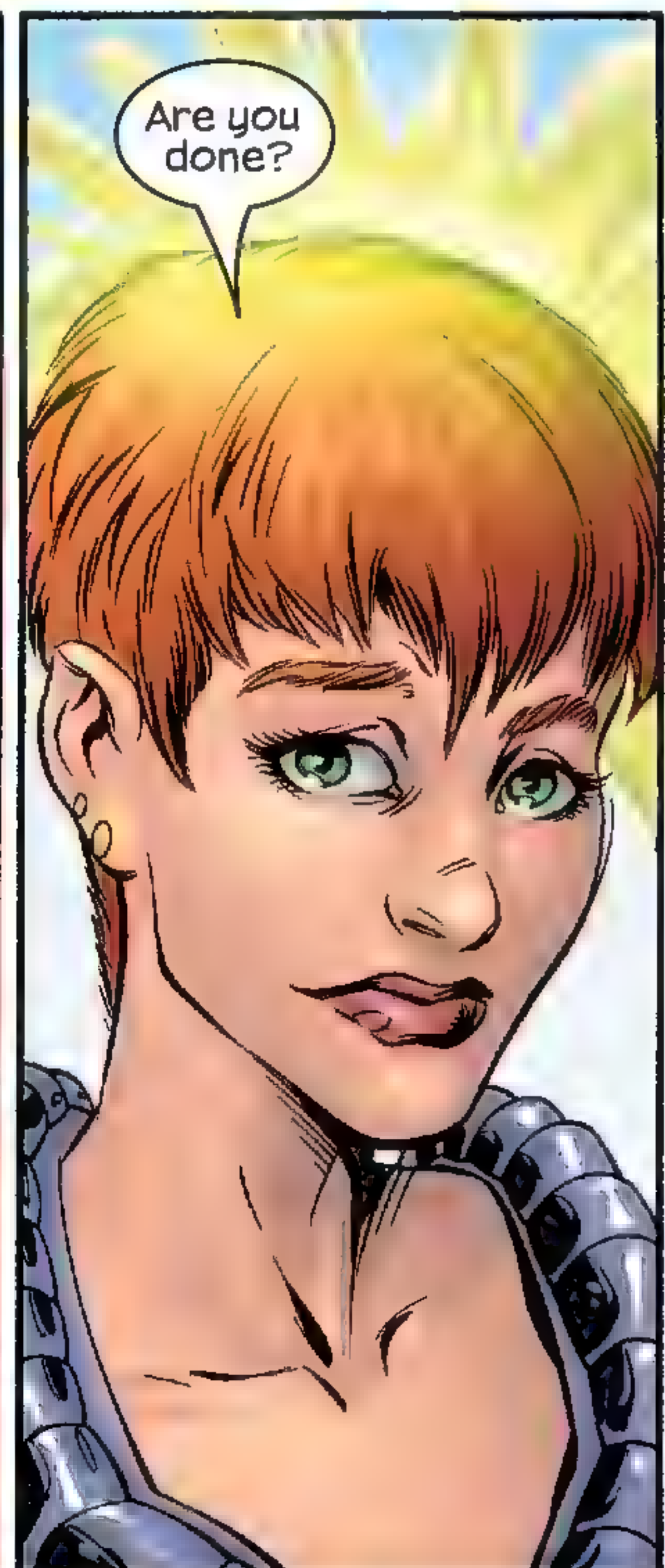
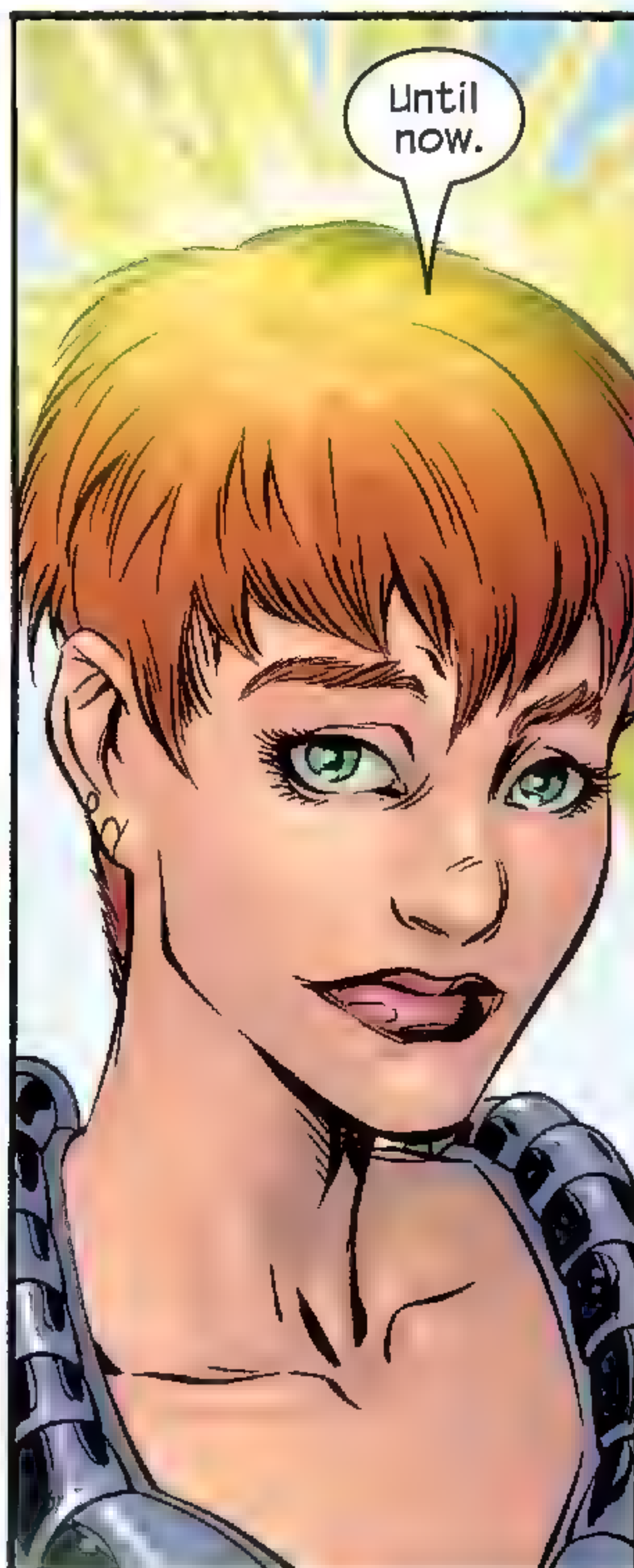
This is Kitty Pryde.

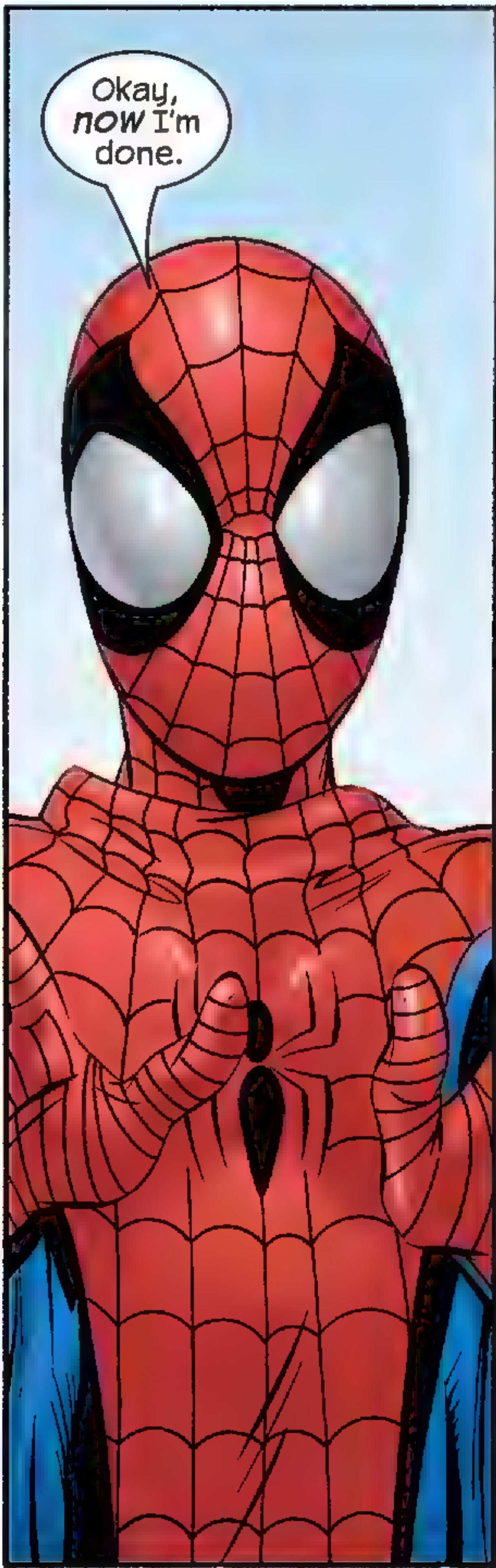
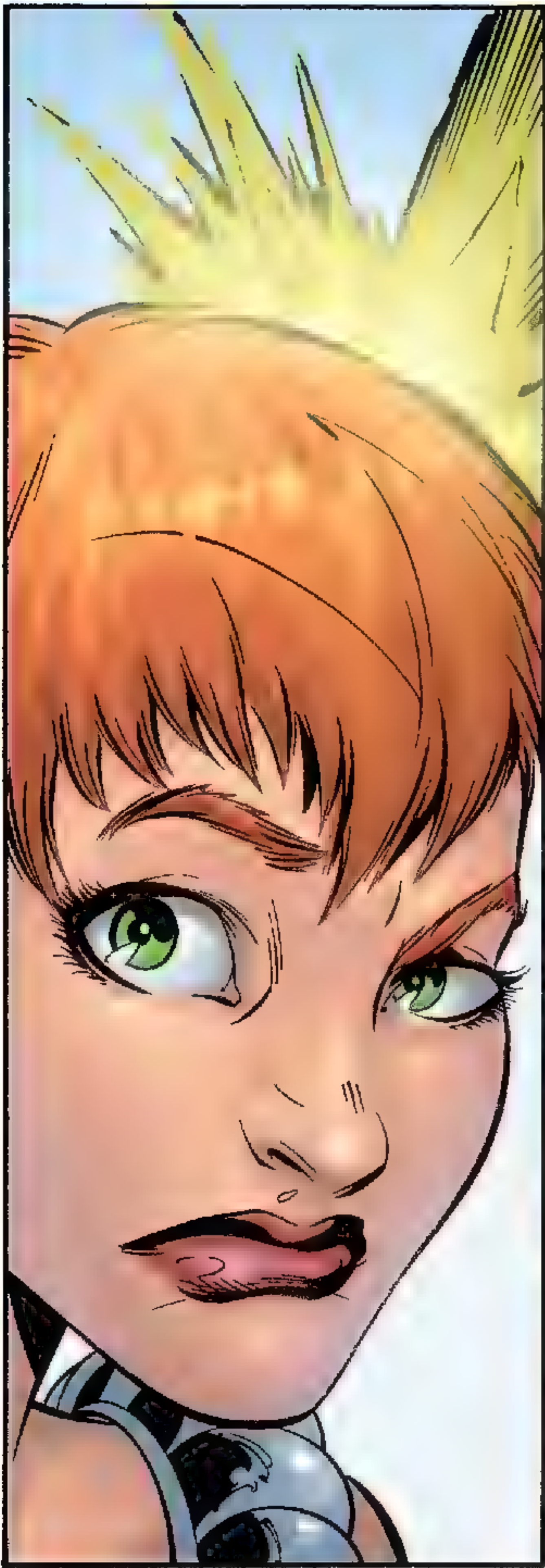
Yo yo!

Don't mean to freak you out or anything, but we wanted to talk to you.

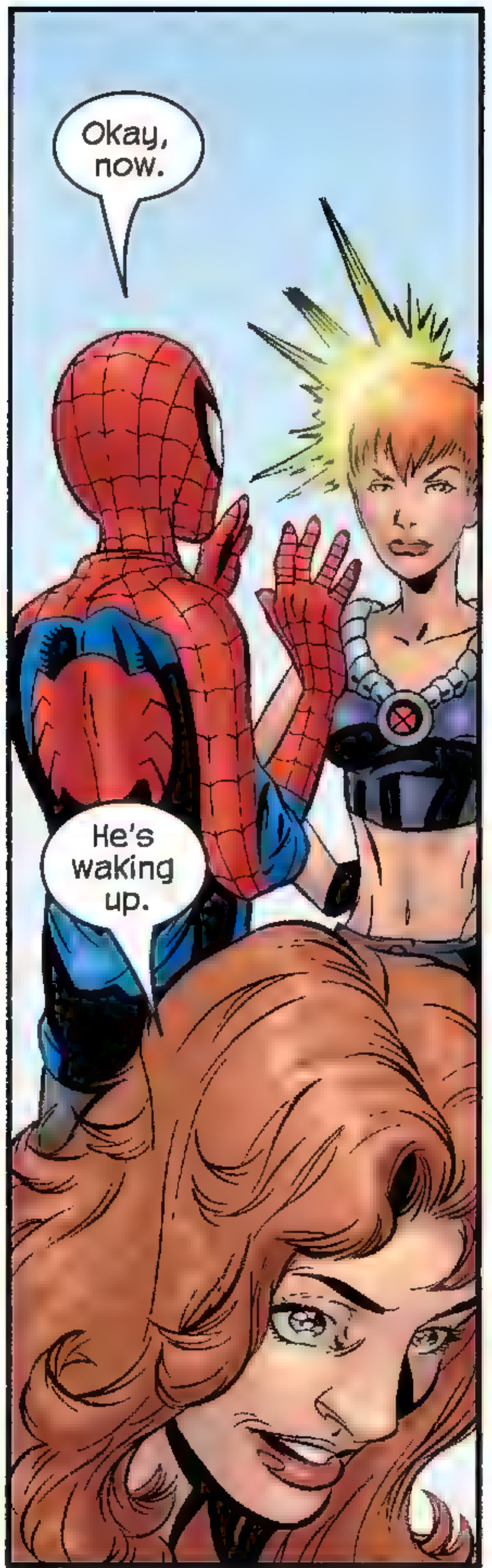
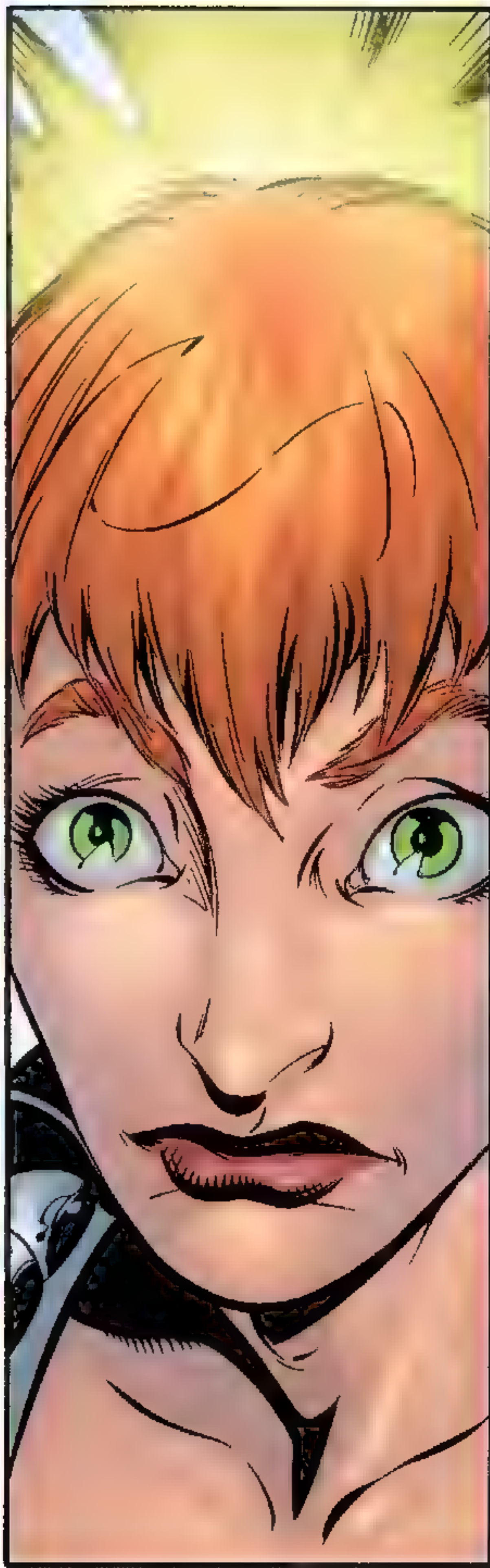








Okay,
now I'm
done.



Okay,
now.

He's
waking
up.



Uh--
hello?

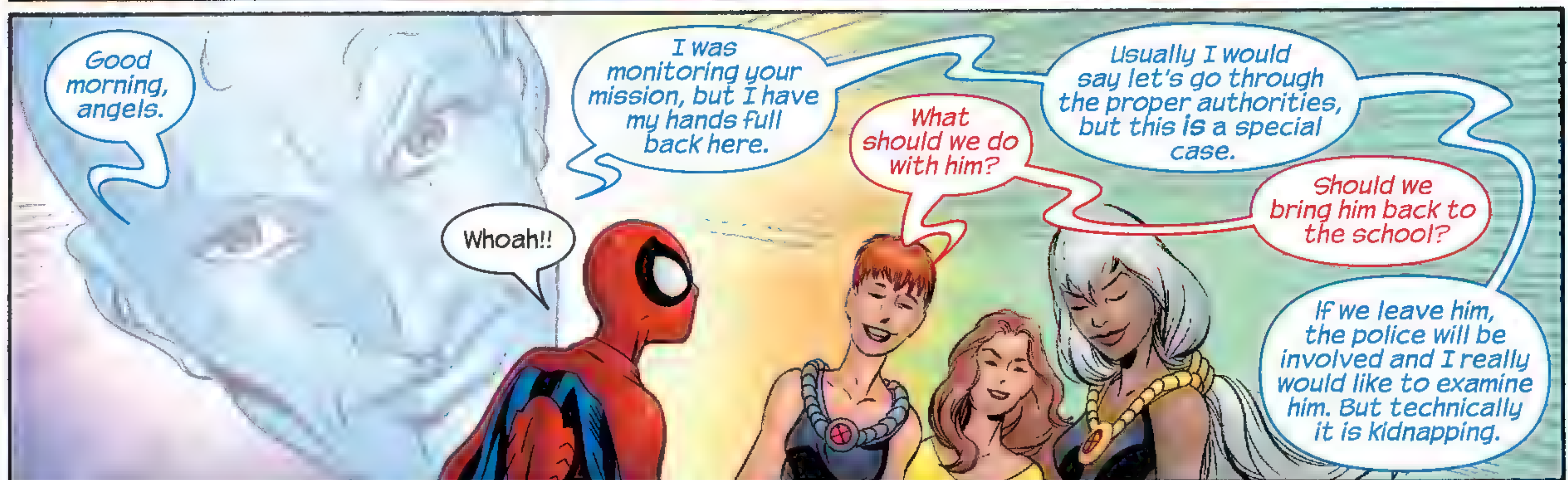
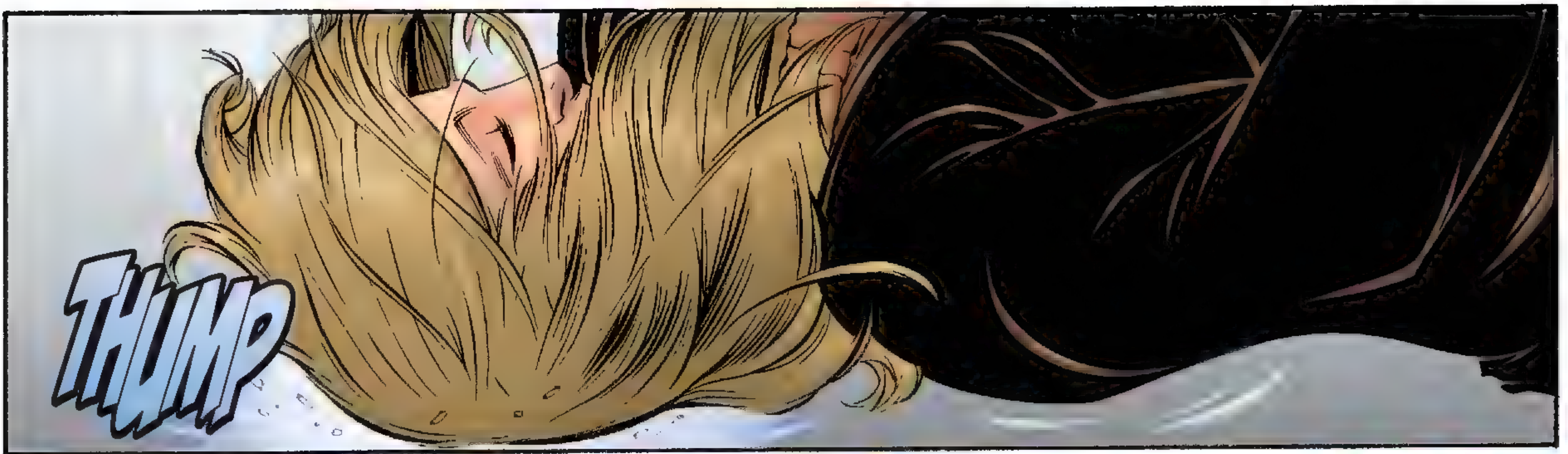
Don't
pressure him,
let him--

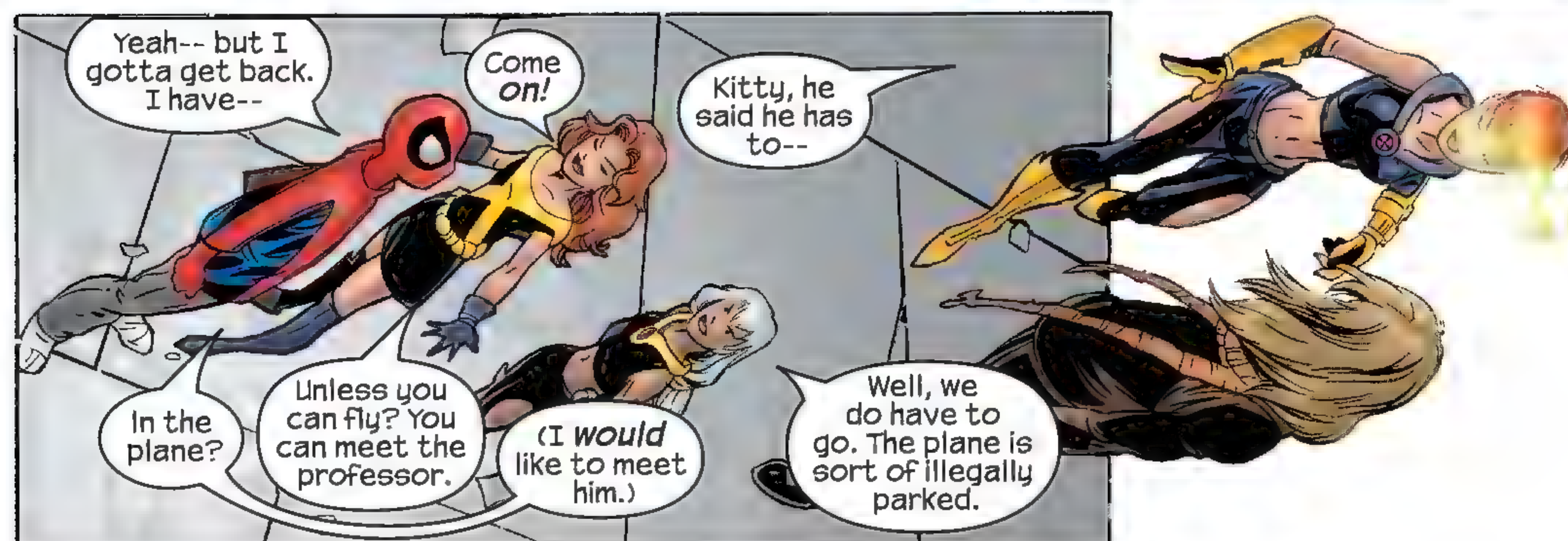
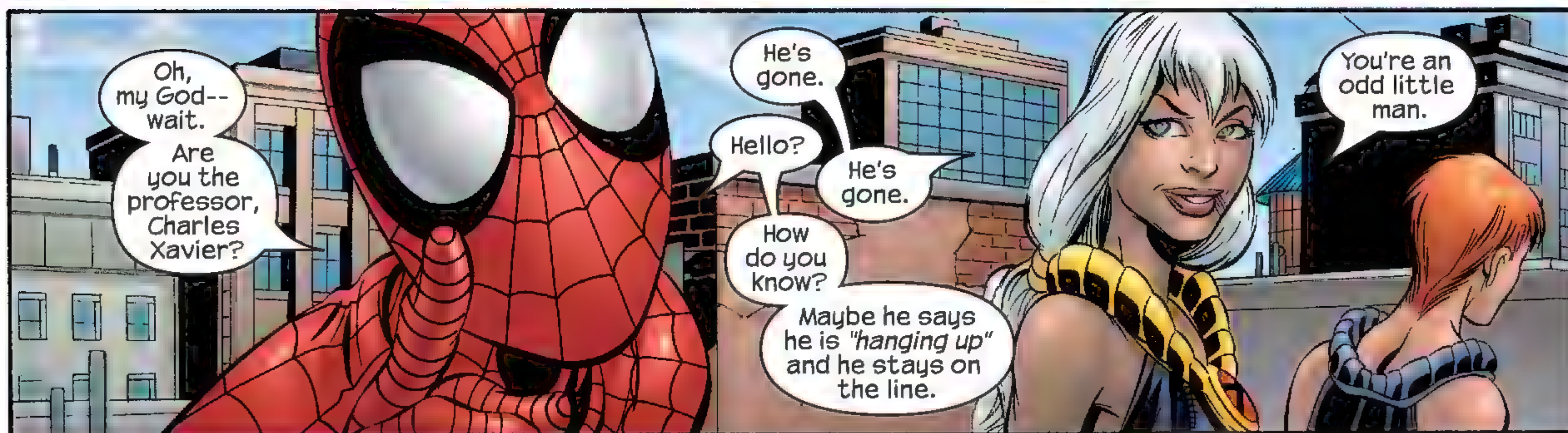
I just
said hello.



You
okay?

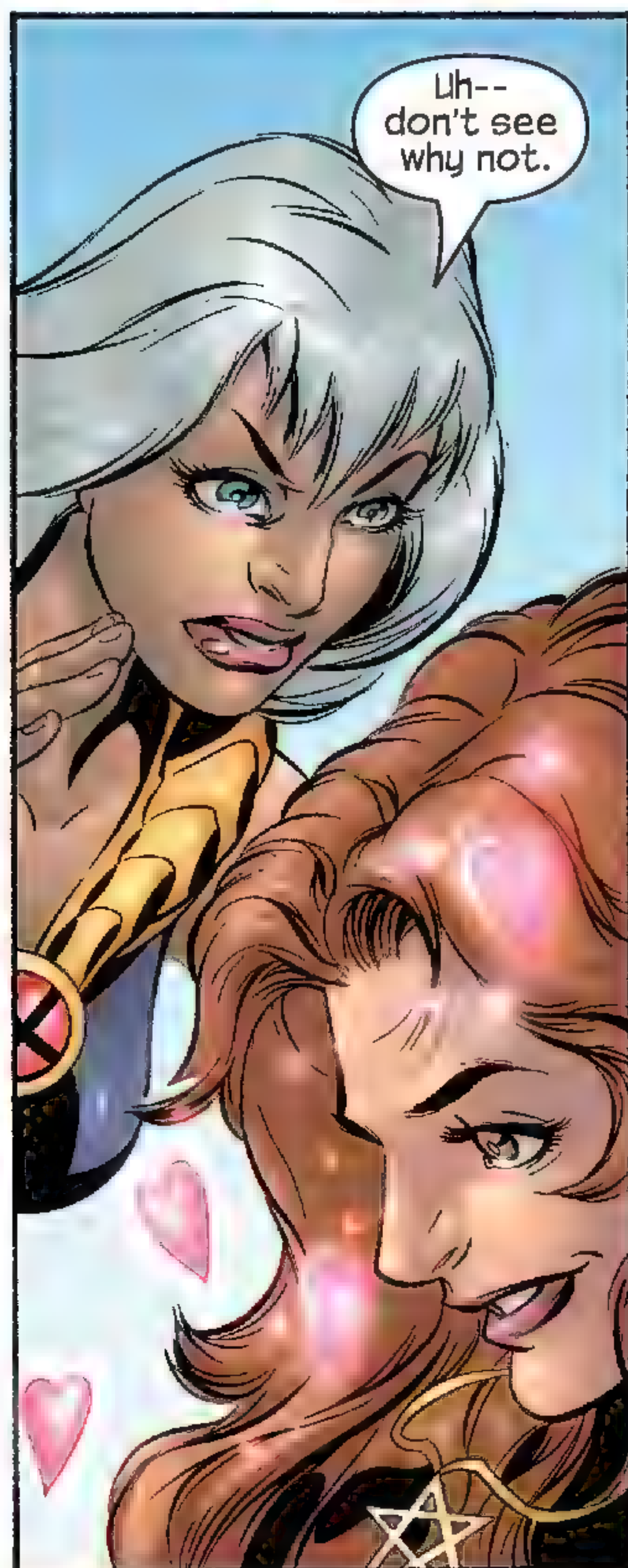








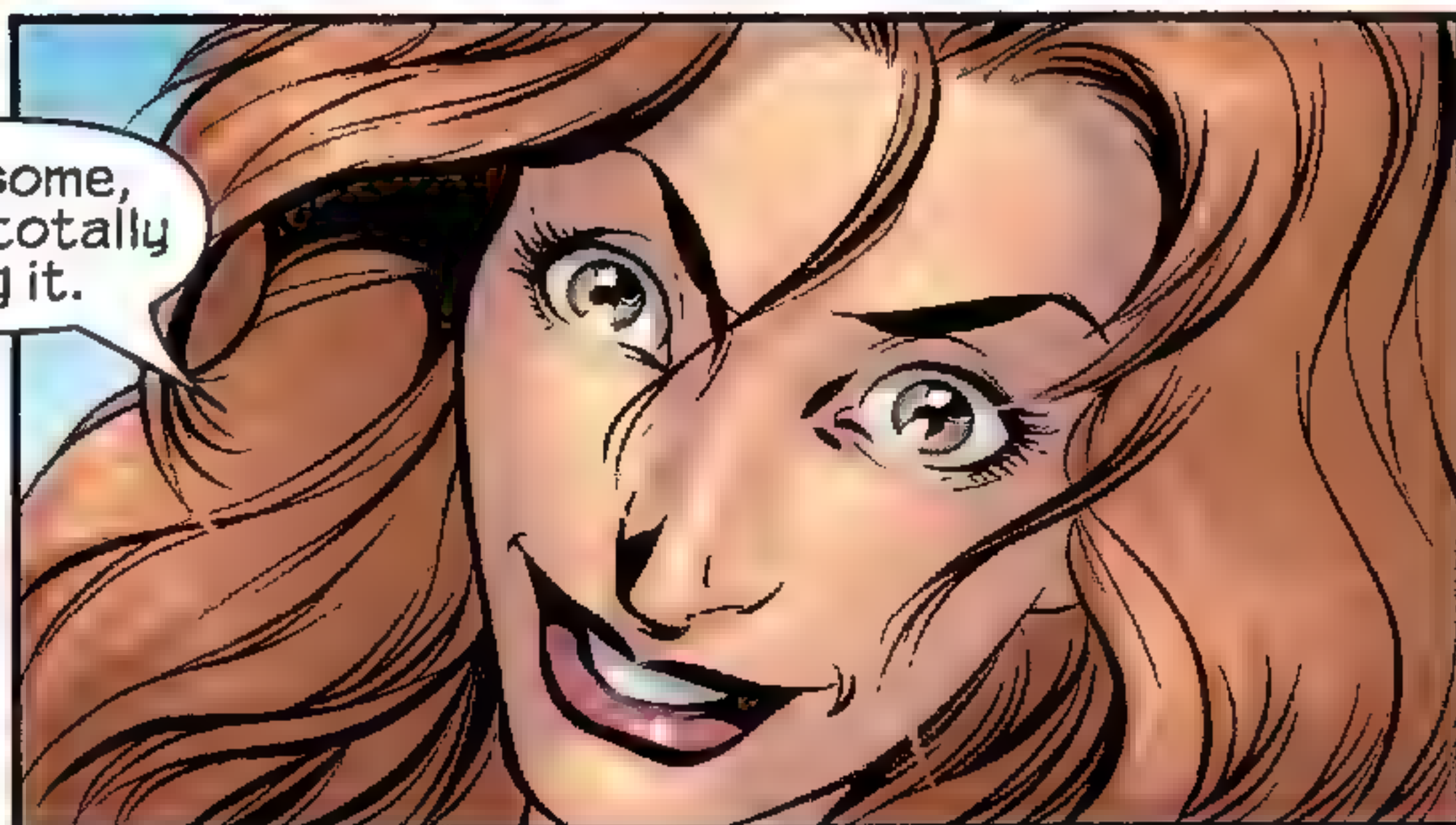
Uh-- could I get a ride back before six?



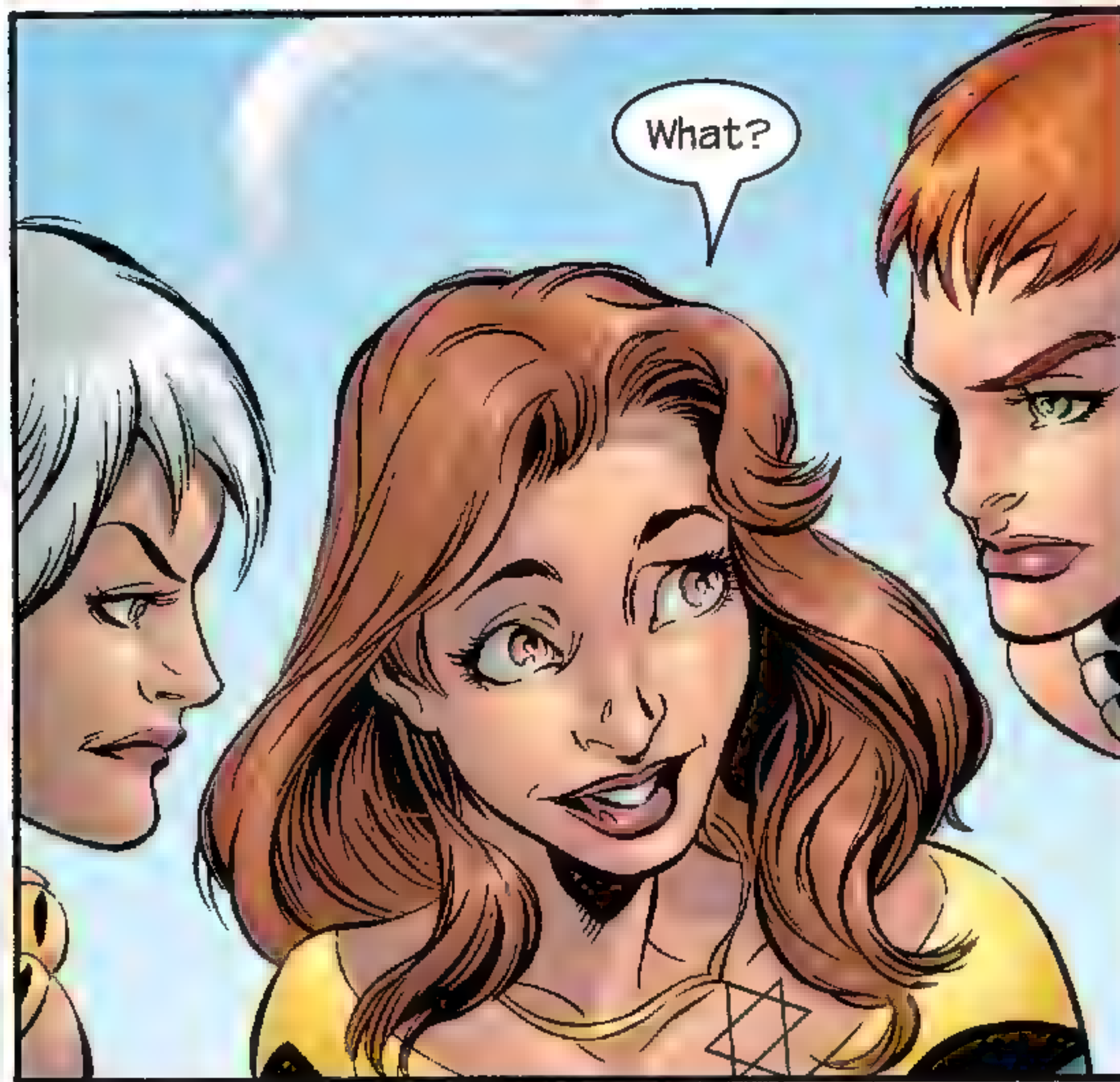
Uh-- don't see why not.



You know what? Sure. Why not?



Awesome, you'll totally dig it.



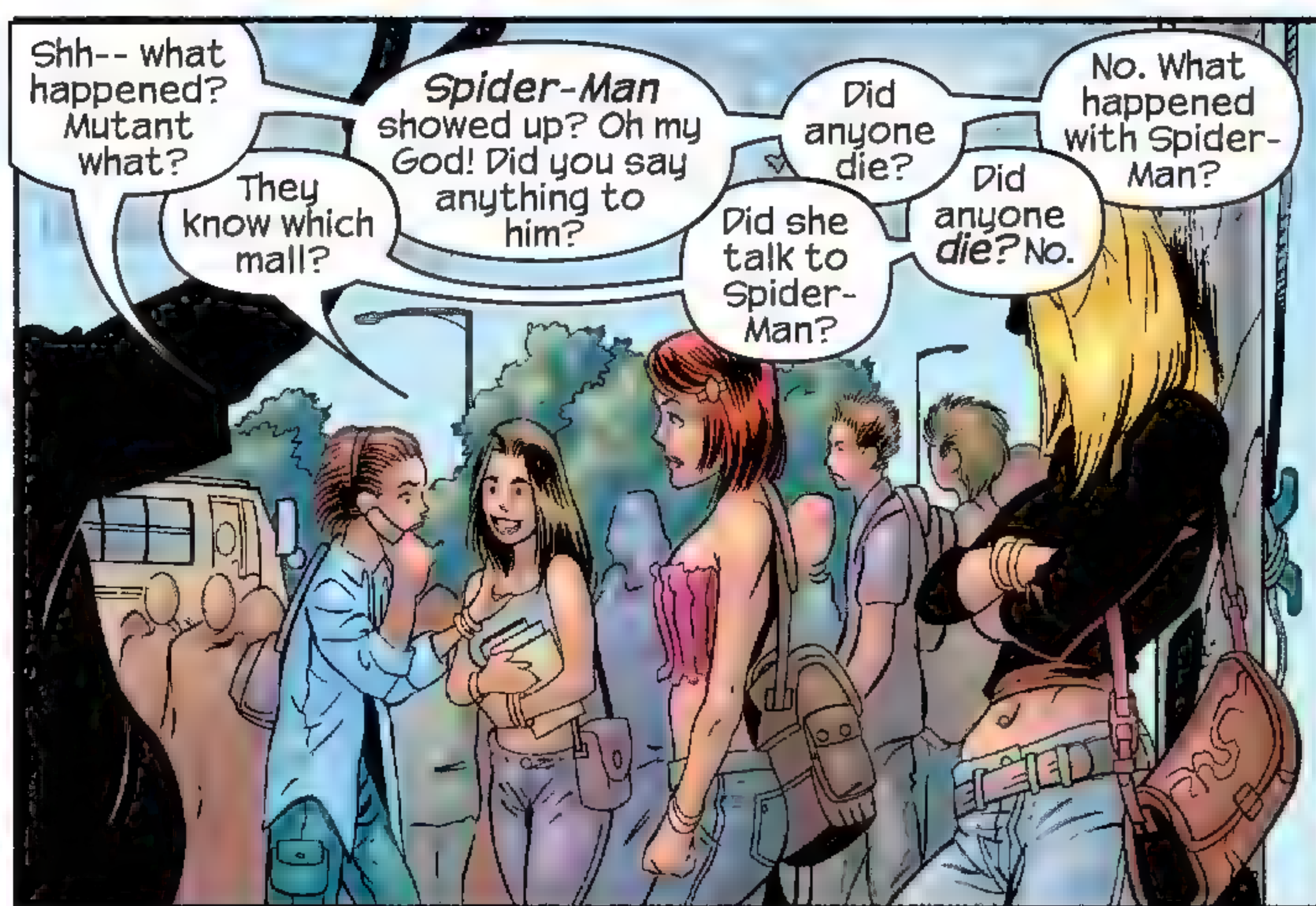
What?





Please stay on the sidewalk and out of the way of the cars!!

Yo! Tell them to meet us at the mall.
Hold on-- what?
The mall!



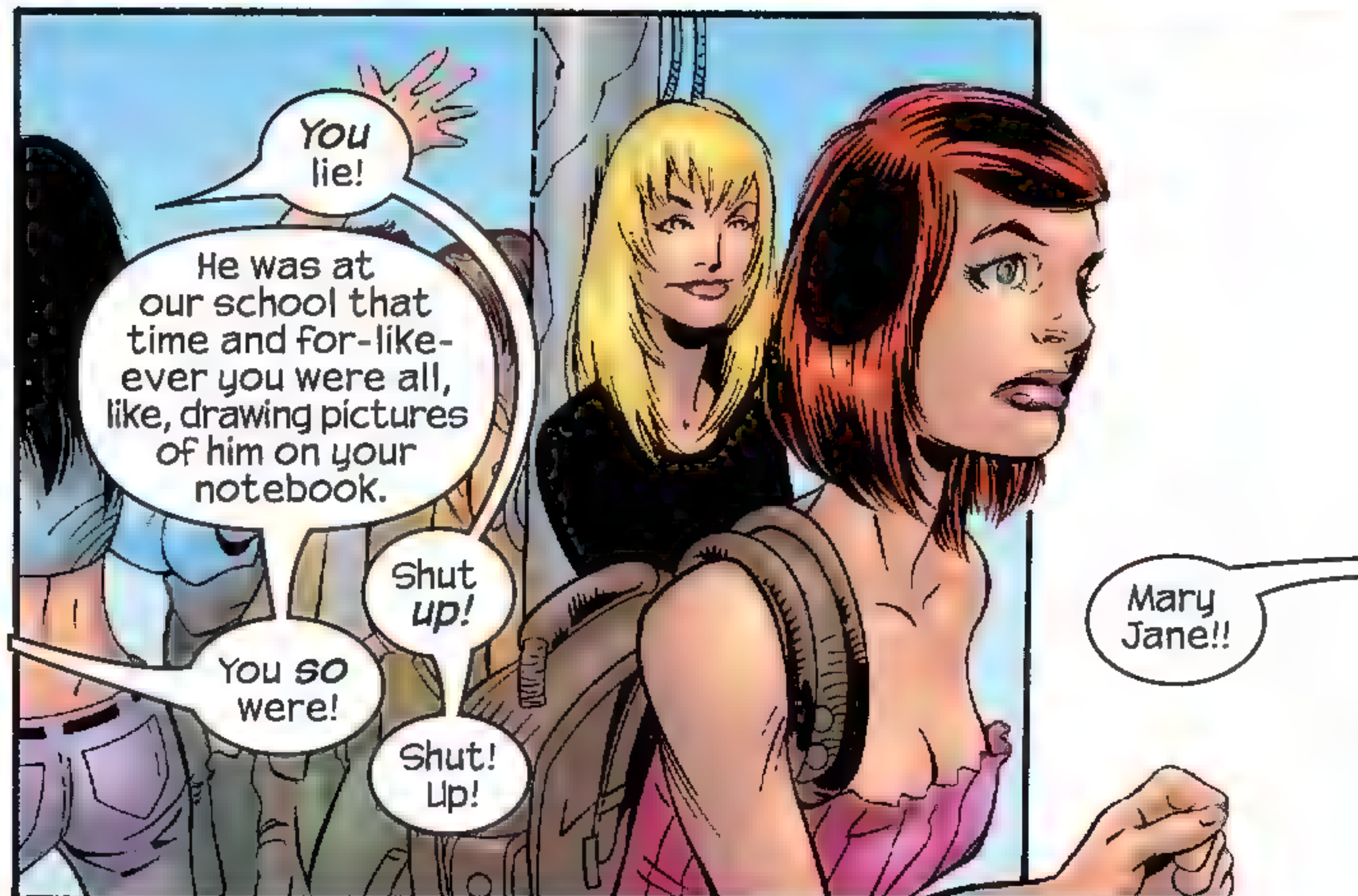
Shh-- what happened? Mutant what? They know which mall?
Spider-Man showed up? Oh my God! Did you say anything to him?
Did anyone die?
Did she talk to Spider-Man?
No. What happened with Spider-Man?
Did anyone die? No.



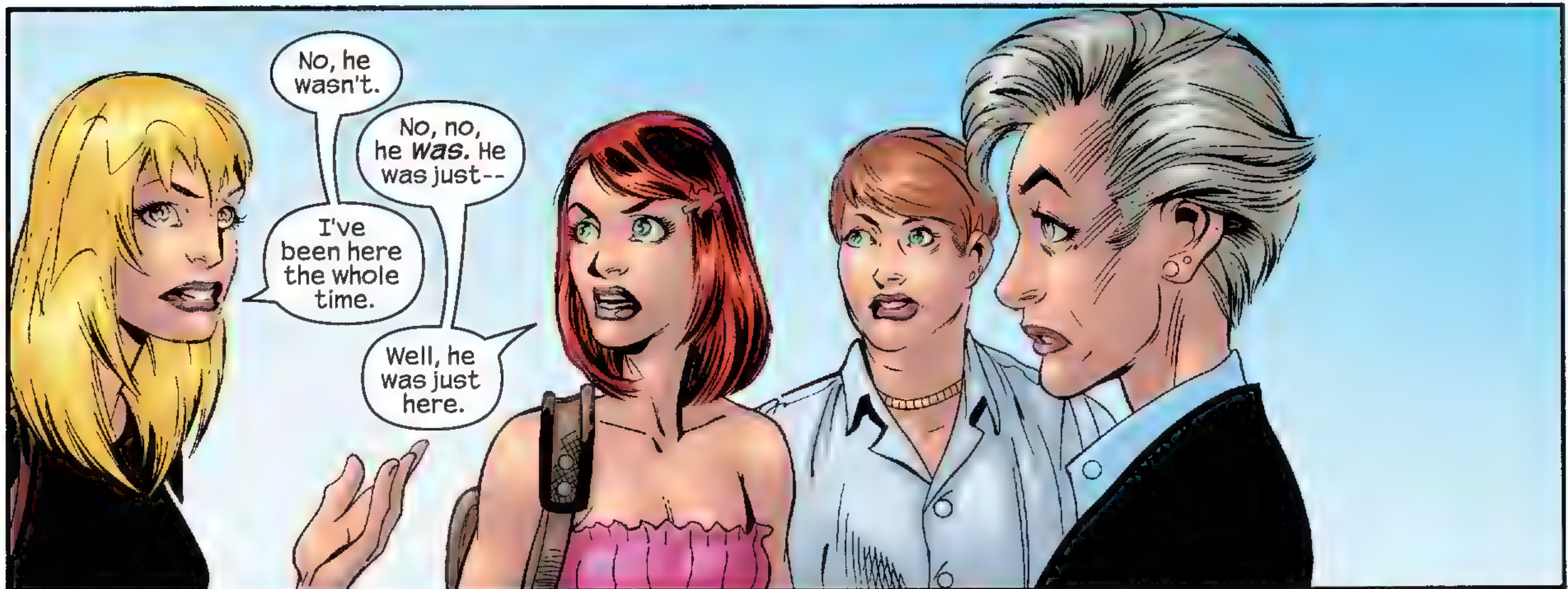
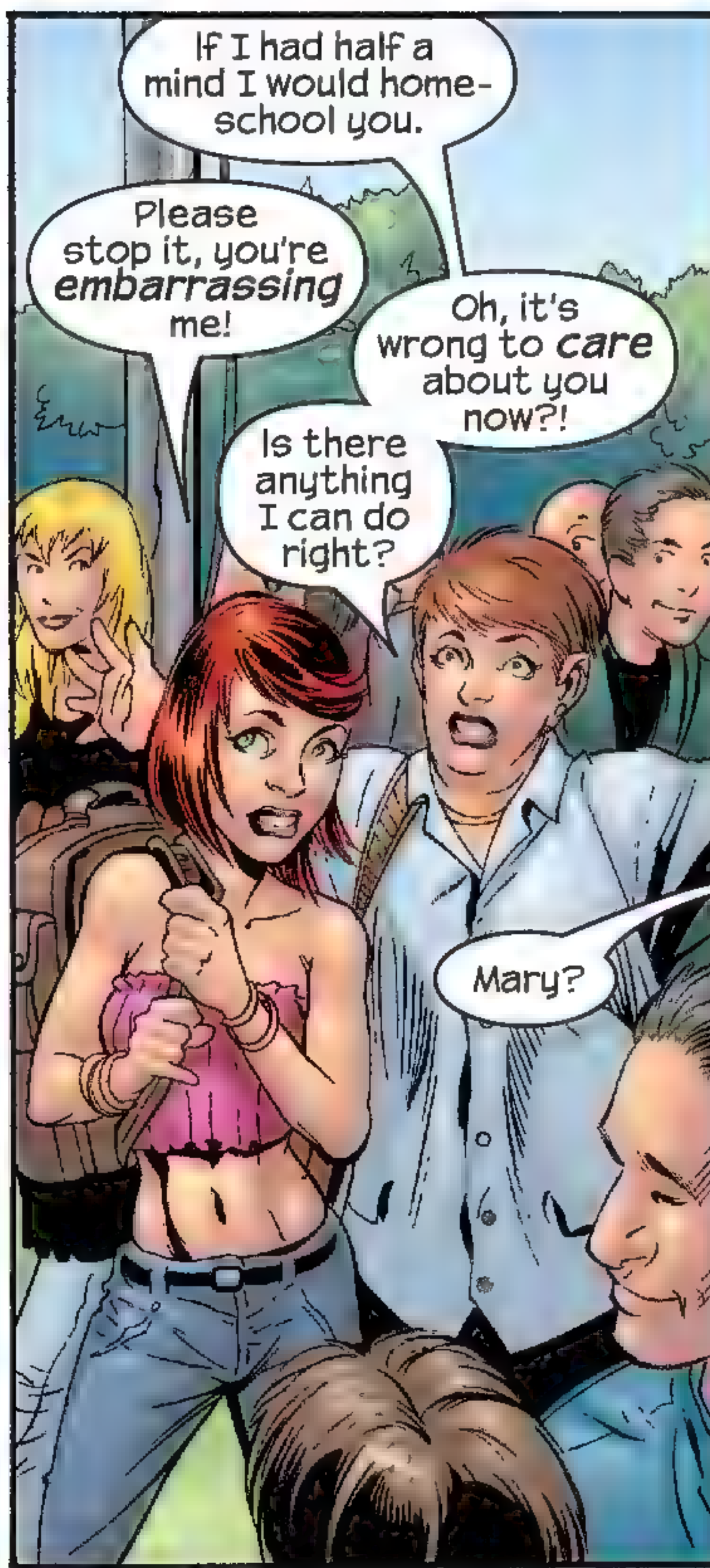
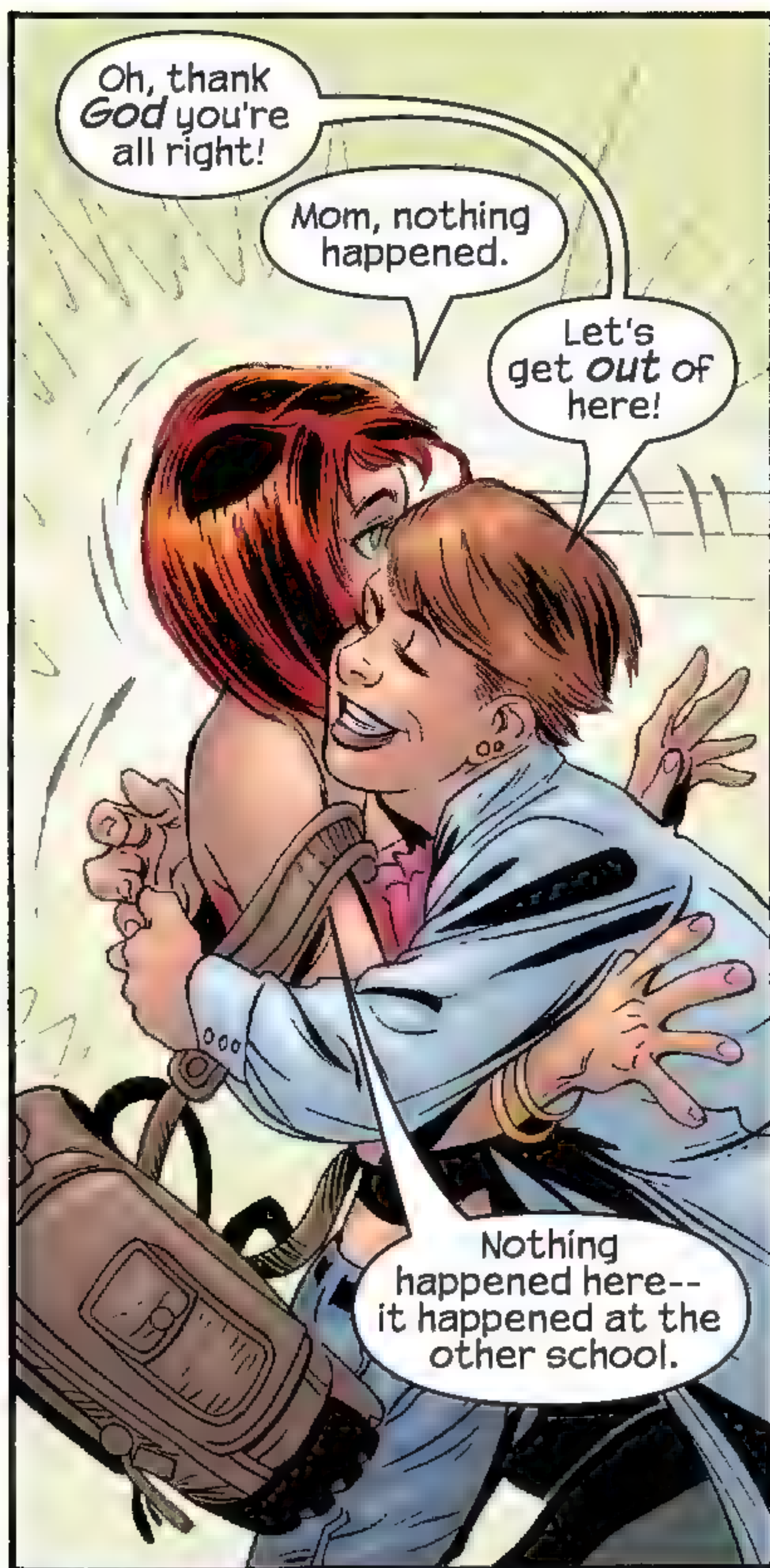
What happened?
Uh-- excuse me.
So let's go to the mall.
Excuse me, what-- uh-- were you talking to someone at the other school? Did they see Spider-Man?
Cell phone sucks.
We gotta go home first.

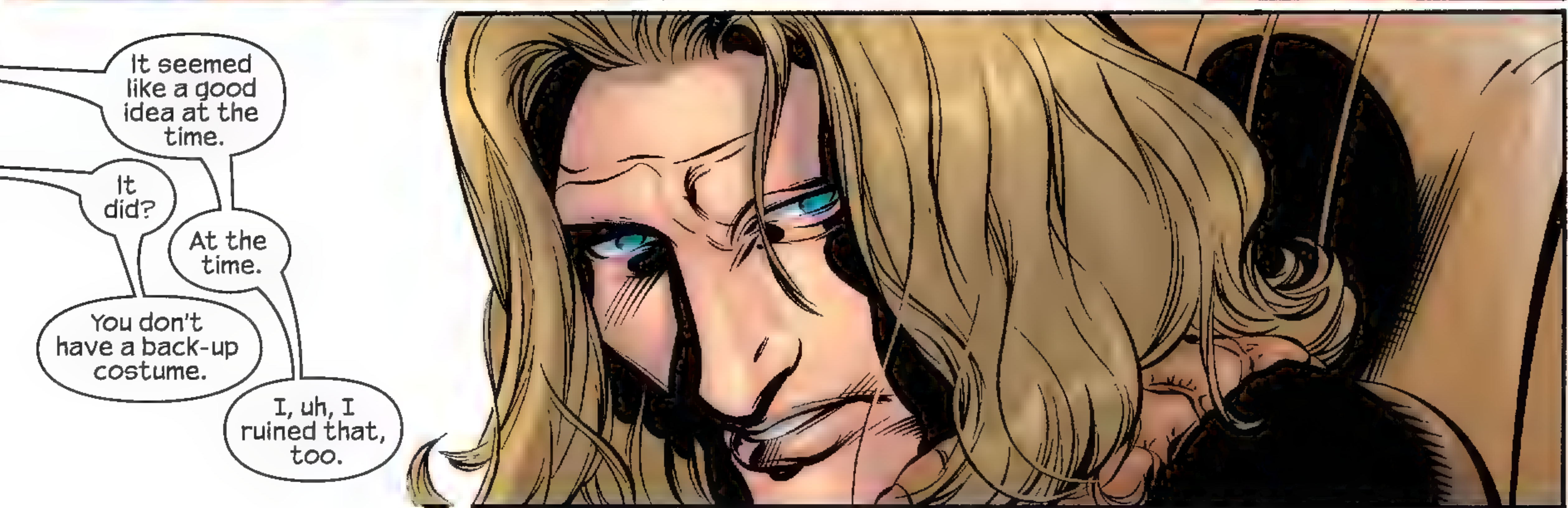
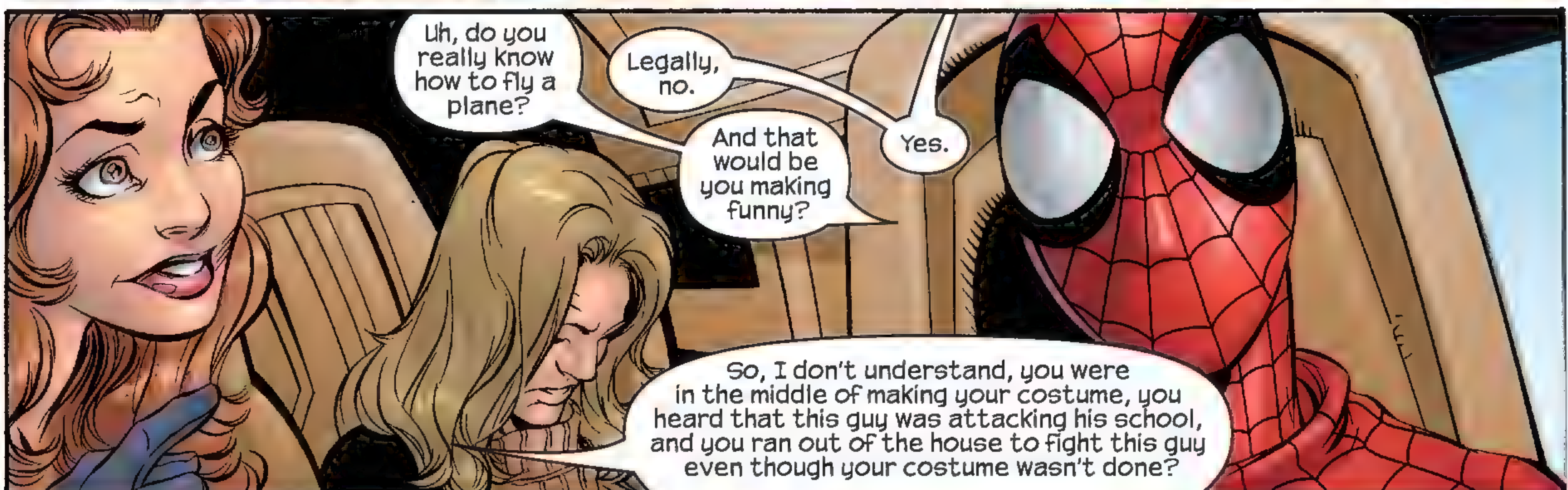
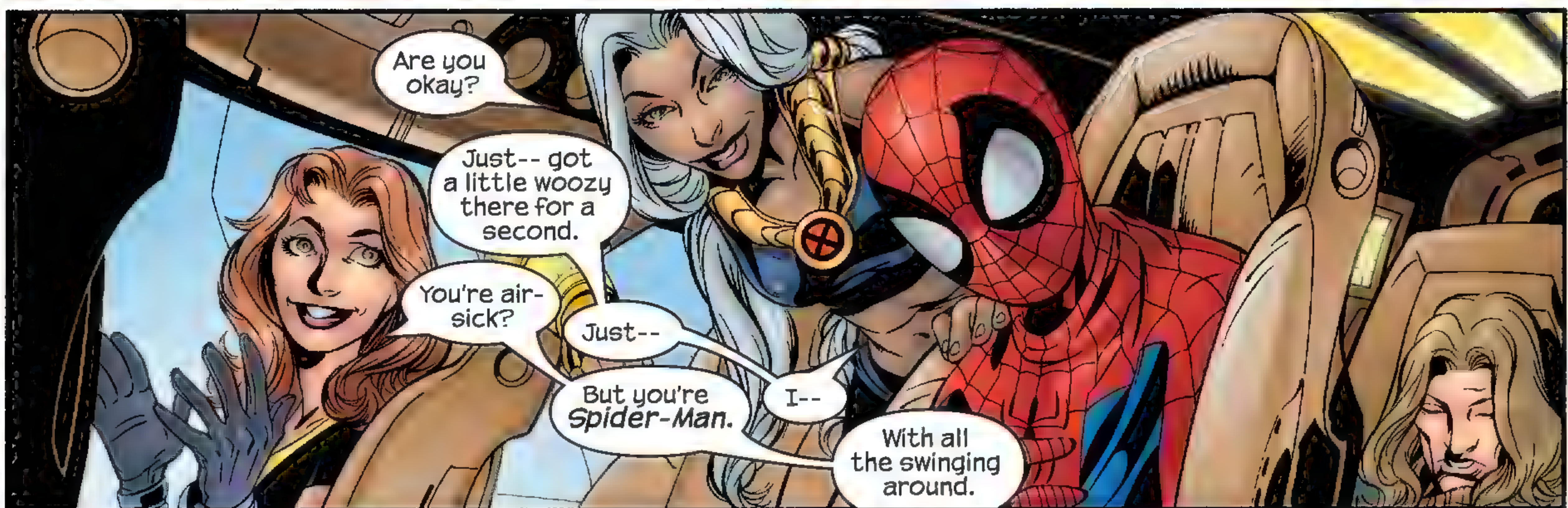
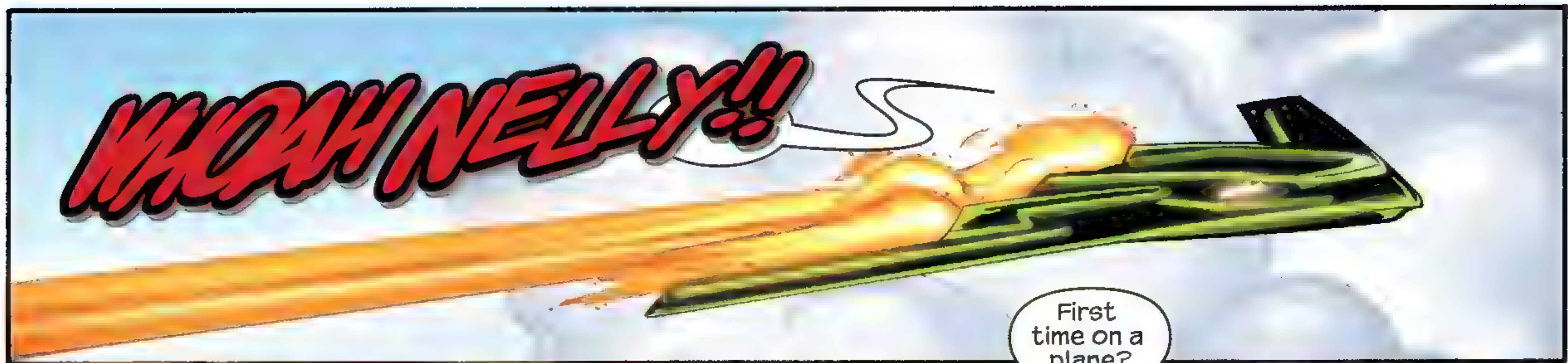


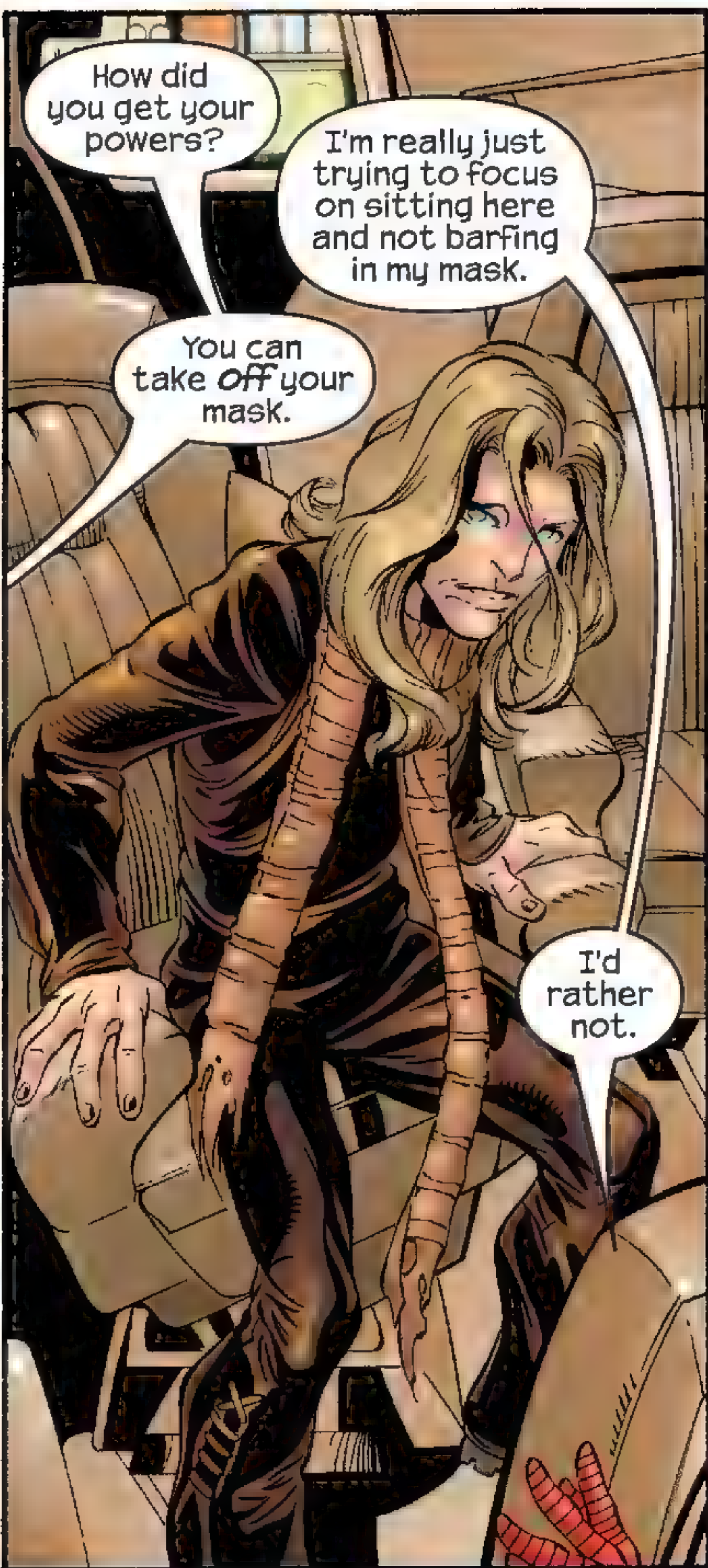
Yeah, they said Spider-Man swung in and the cops came and it got crazy and the mutant was blowing stuff up and then they made everyone go home.
Not really, she--
Did she say what happened to Spider-Man?
You gotta "thing" for Spider-Man?
Who doesn't?
I don't.
Oh, my God! You so lie!!

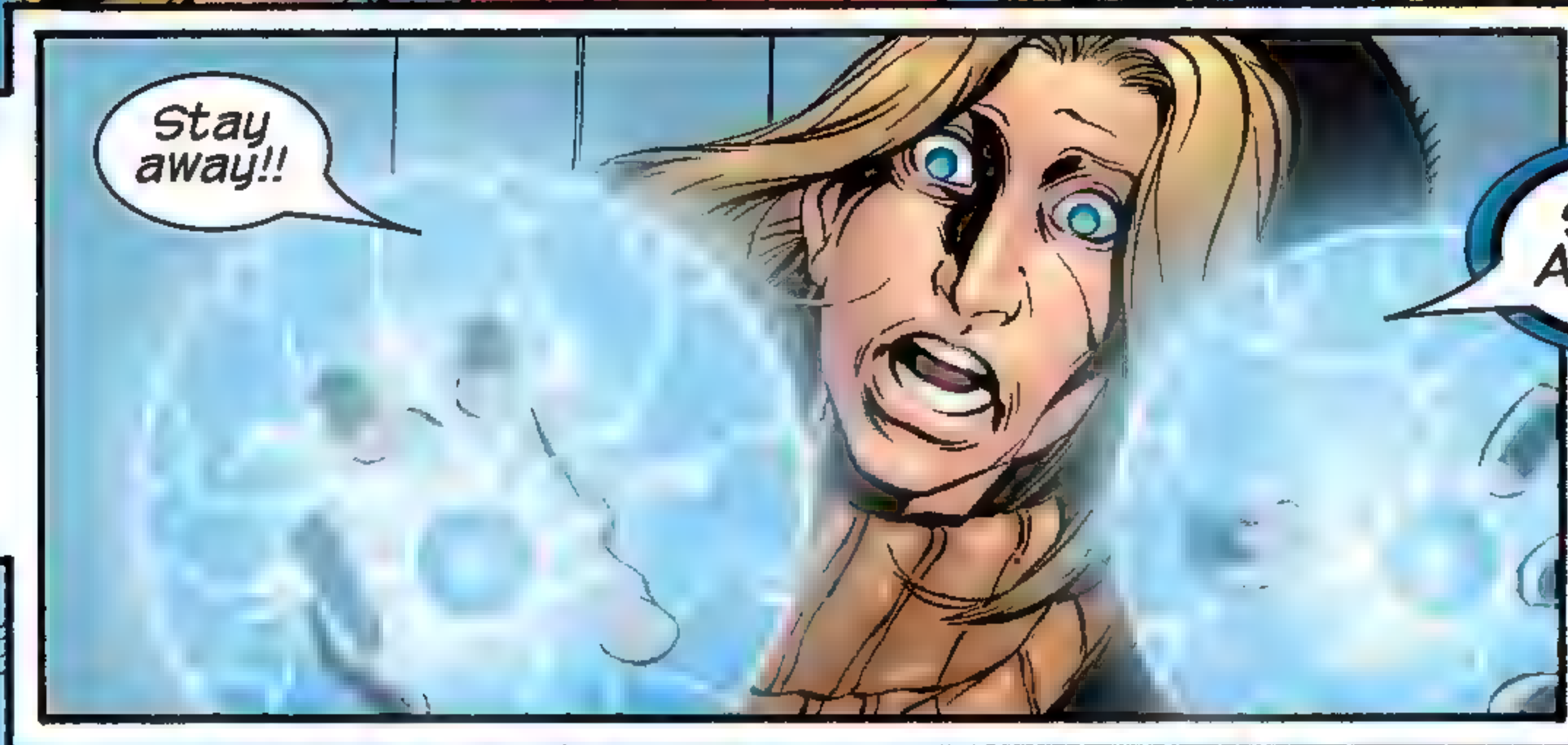


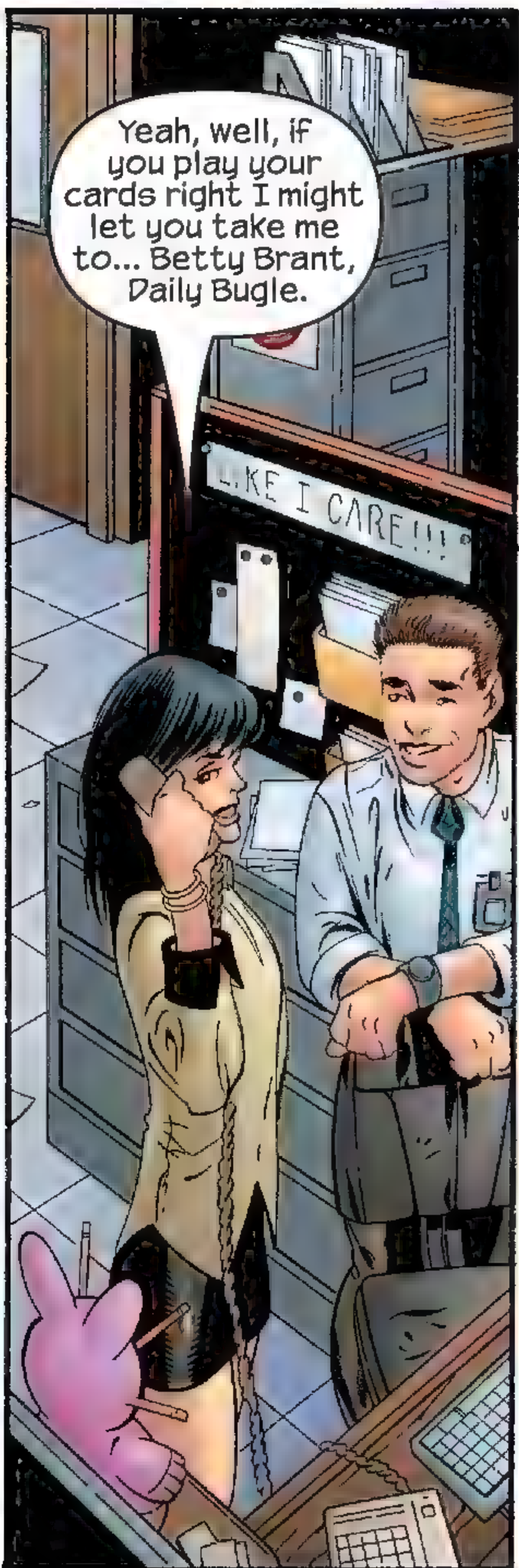
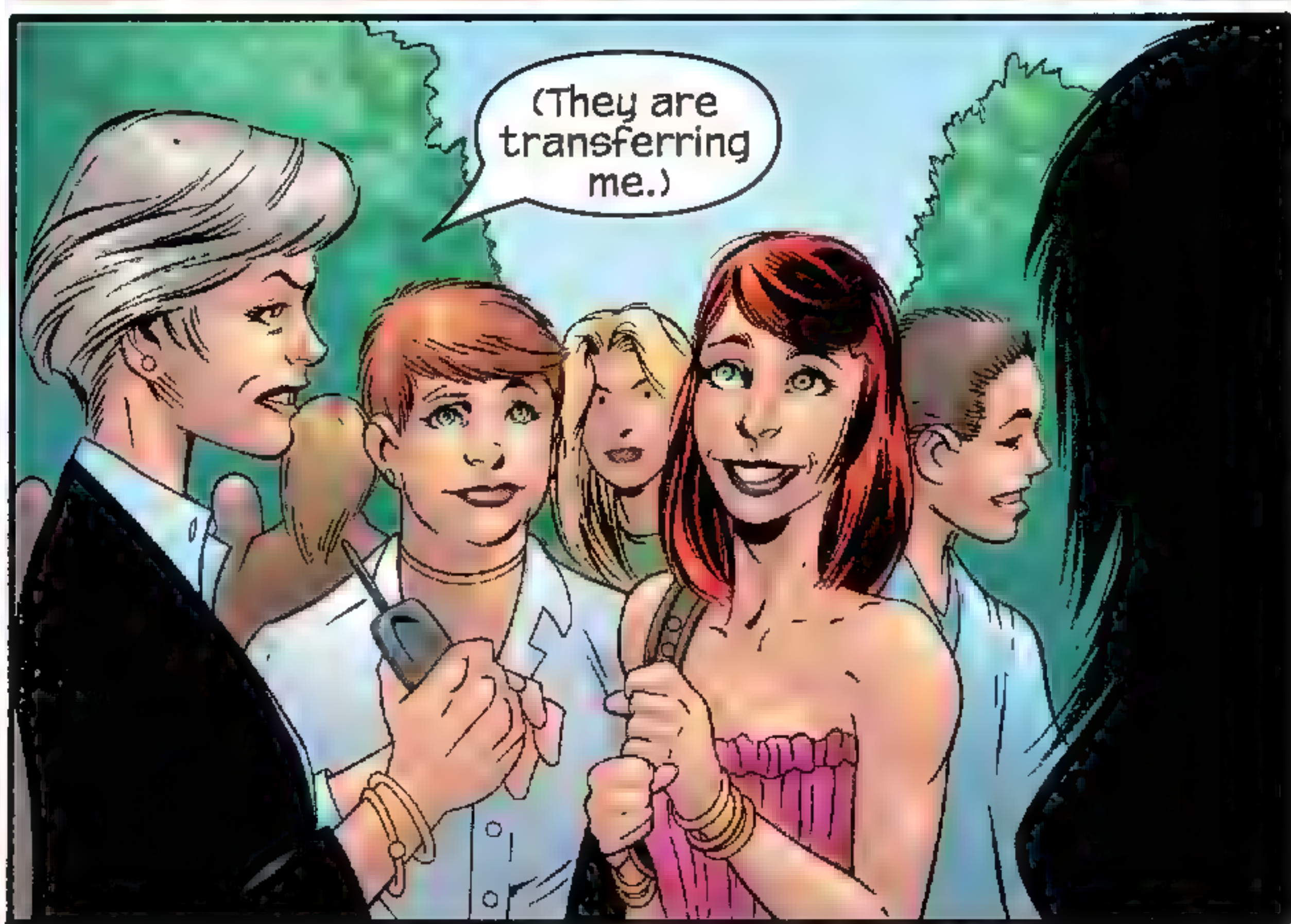
You lie!
He was at our school that time and for-like-ever you were all, like, drawing pictures of him on your notebook.
Shut up!
You so were!
Shut Up!
Mary Jane!!













Everybody hold on to something!!!

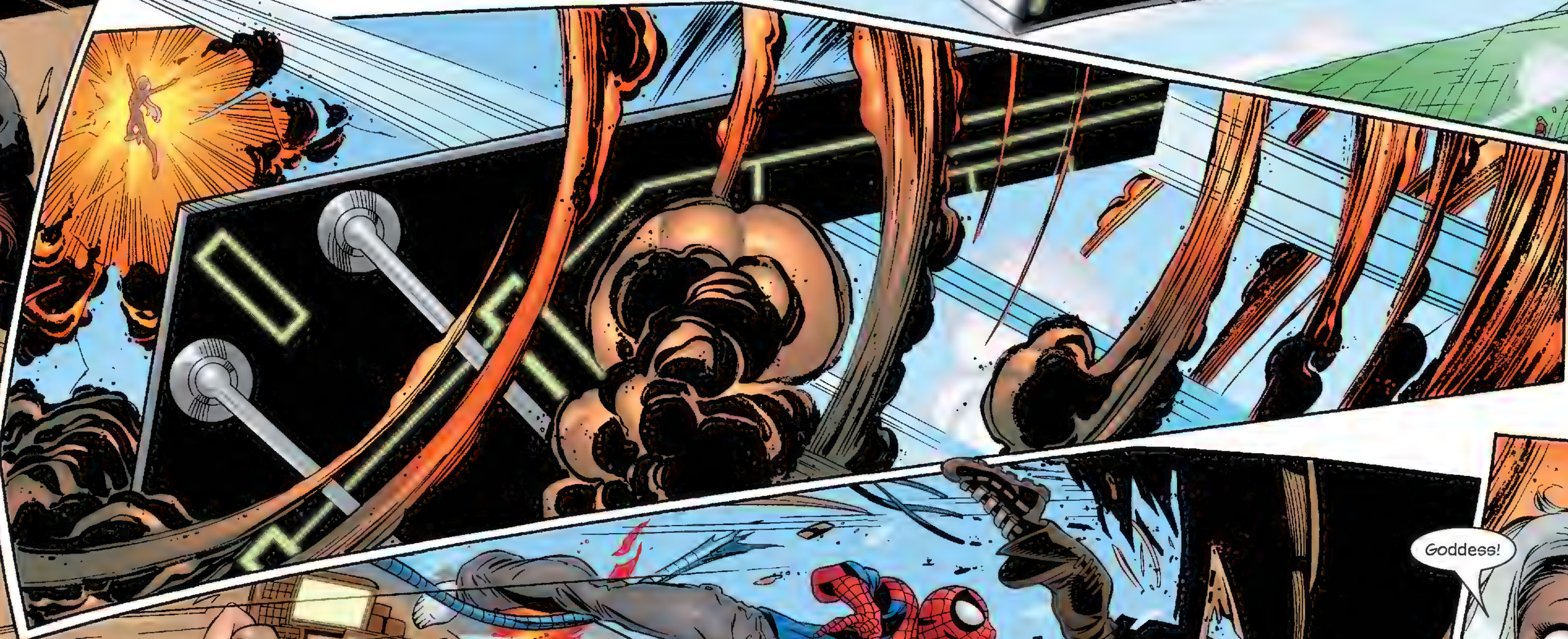
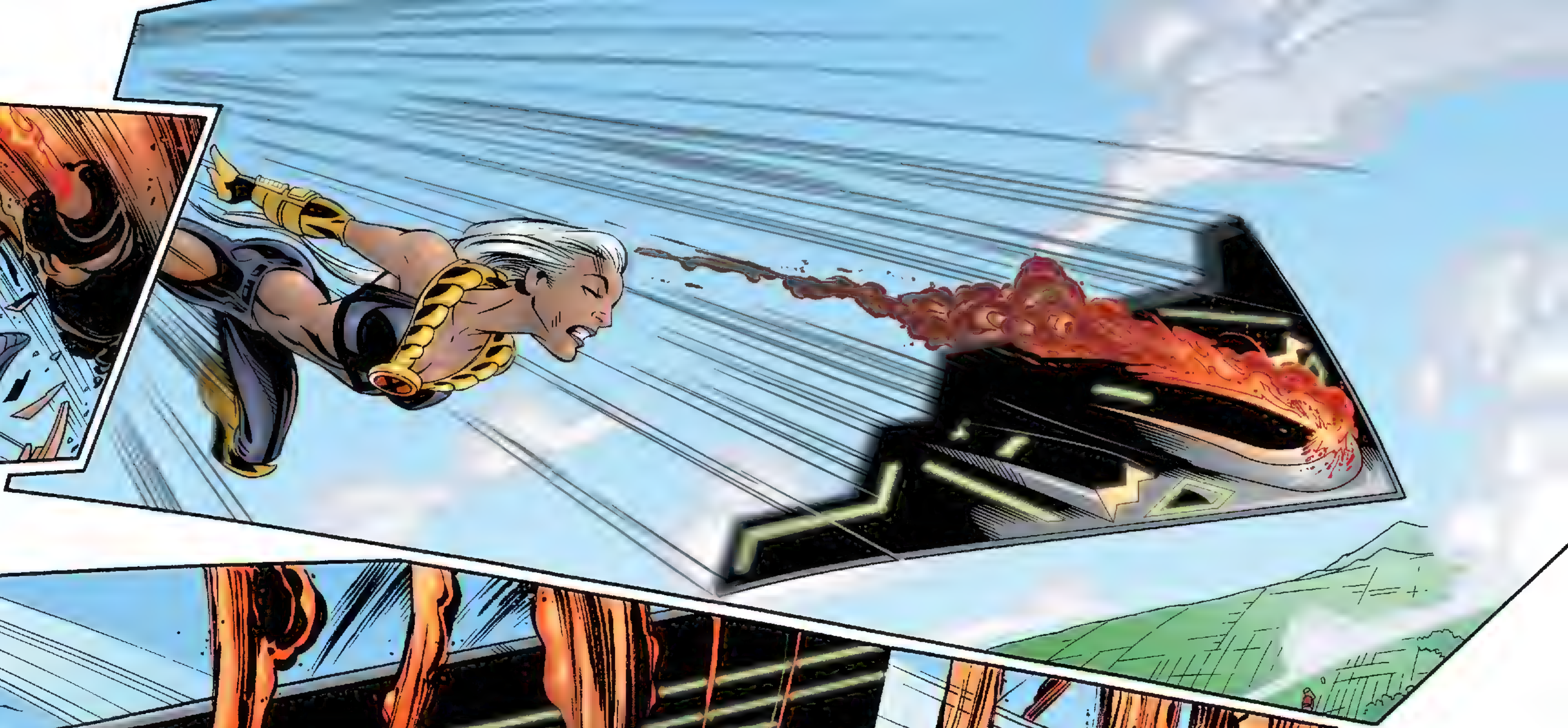
I'll do what I can from--
Aggh!!

Storm!!

Kitty, I can't keep the plane together by just-- rrr!!

This isn't as easy as it might look!!

Jean, if you can hear me, I am going to try to pull a wind tunnel together strong enough to keep the plane up, but it's going a little too fast.











Parker home, Queens.



Hello?

Yes.

I'm May Parker.

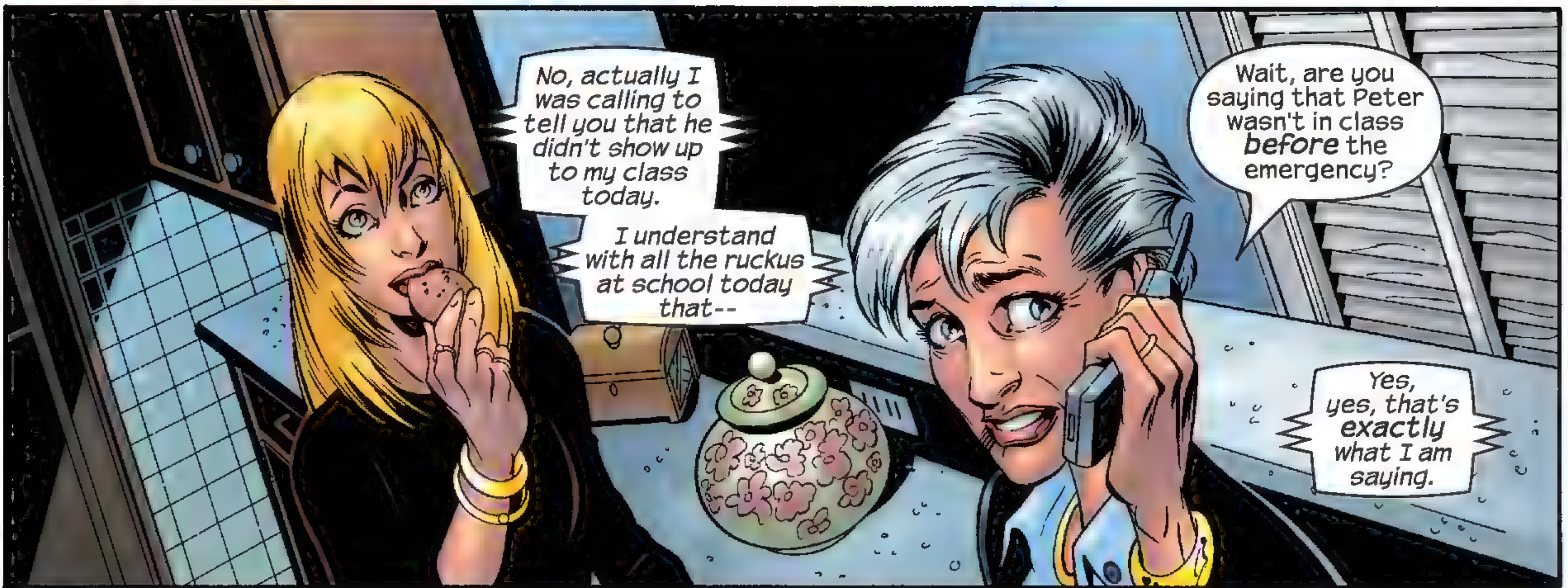


This is Mr. Ayers, Peter's geometry teacher.

We met at that bake sale.

Yes, that's-- yes. I wanted to talk to you about Peter.

Is he with you?

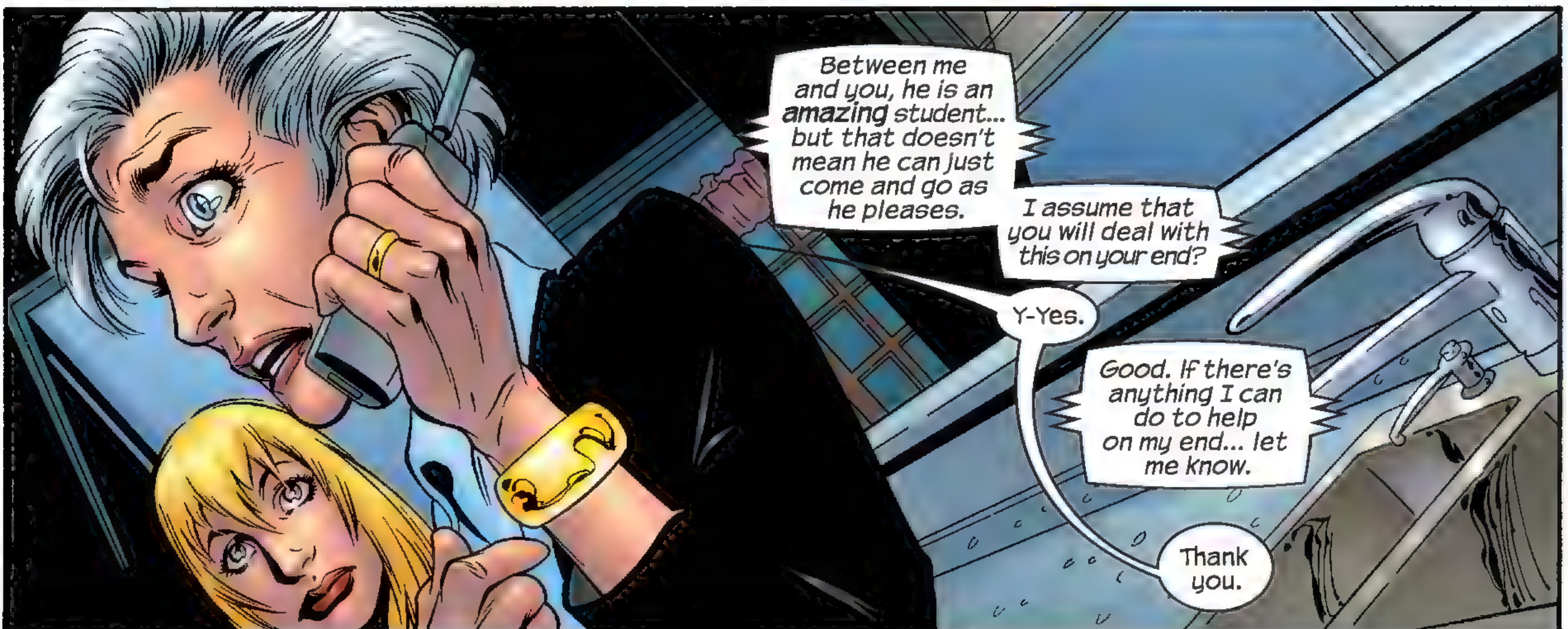


No, actually I was calling to tell you that he didn't show up to my class today.

I understand with all the ruckus at school today that--

Wait, are you saying that Peter wasn't in class **before** the emergency?

Yes, yes, that's **exactly** what I am saying.



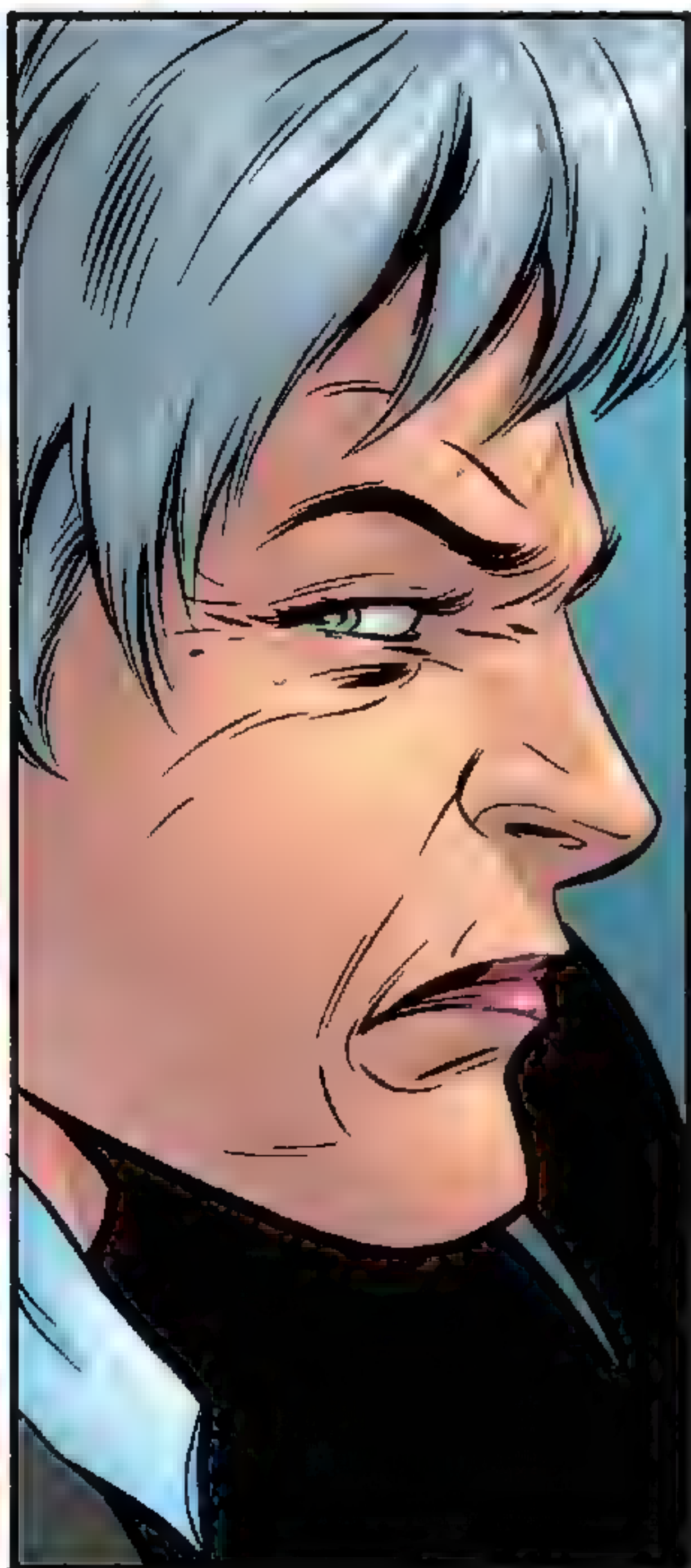
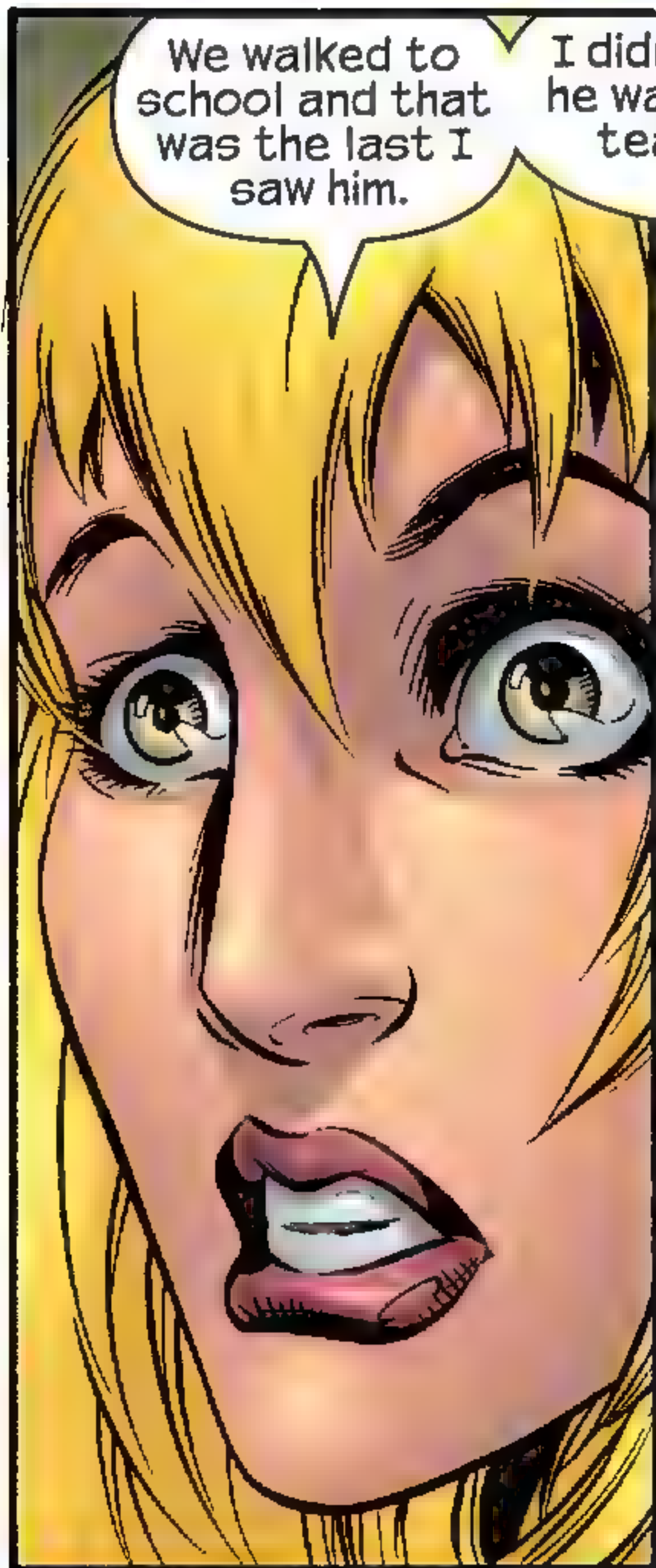
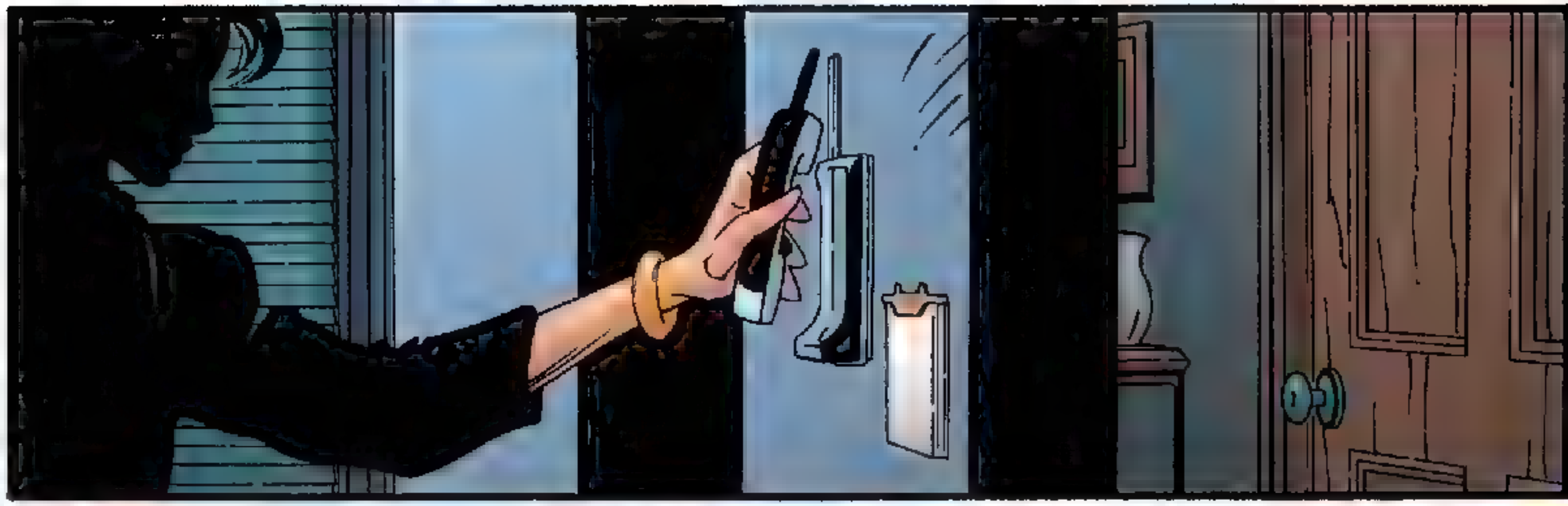
Between me and you, he is an **amazing** student... but that doesn't mean he can just come and go as he pleases.

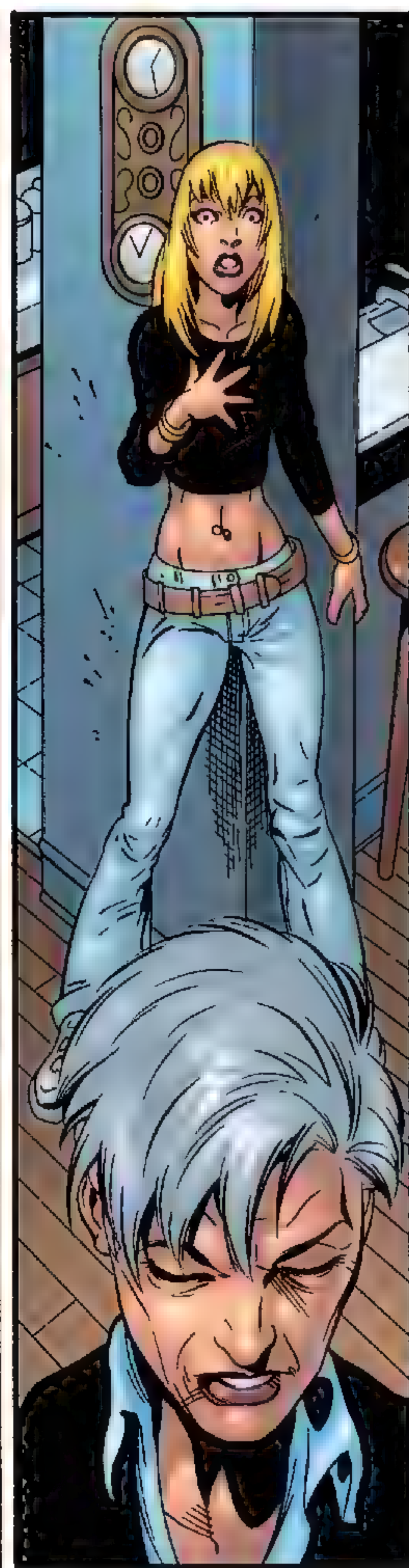
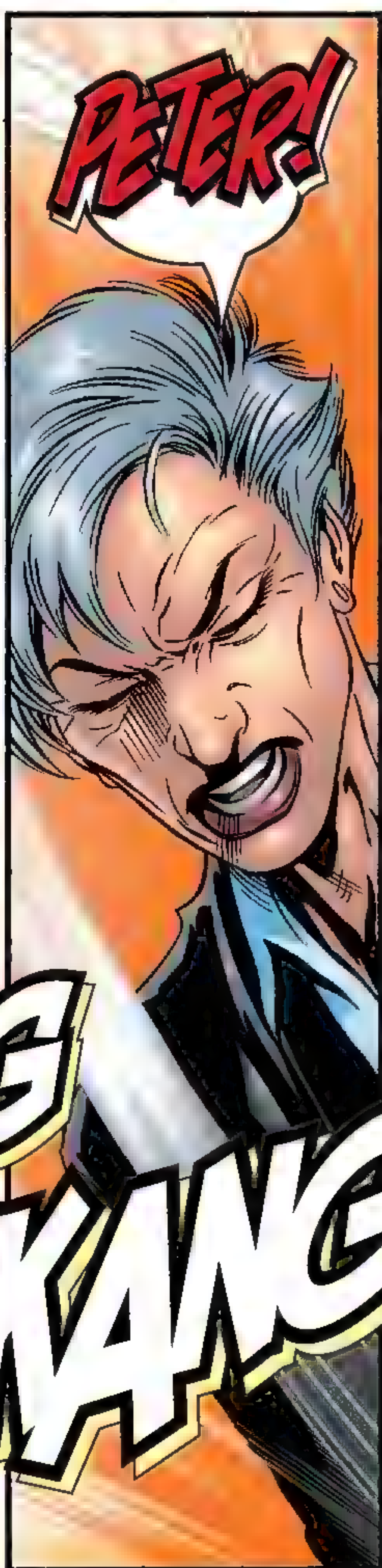
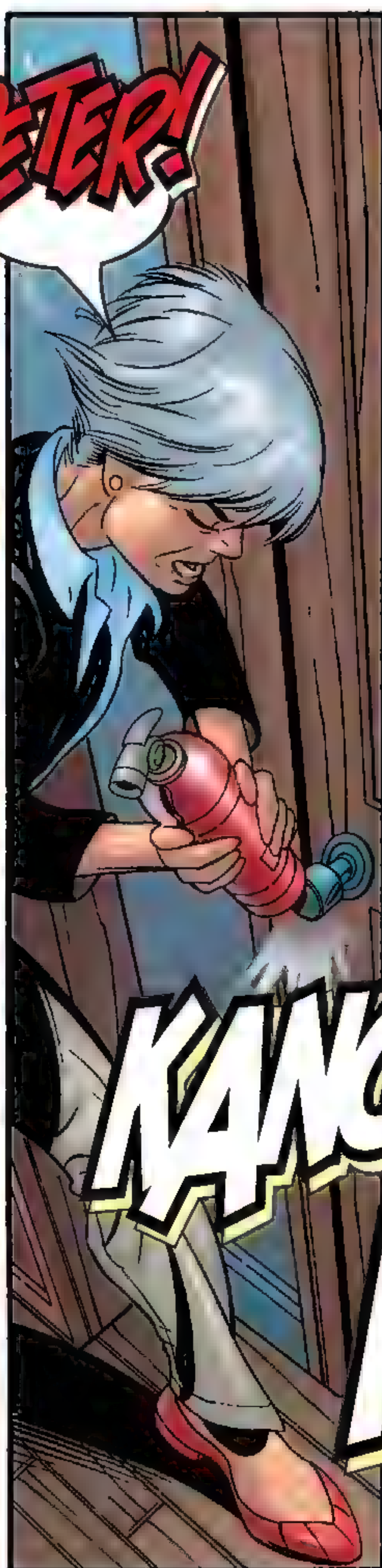
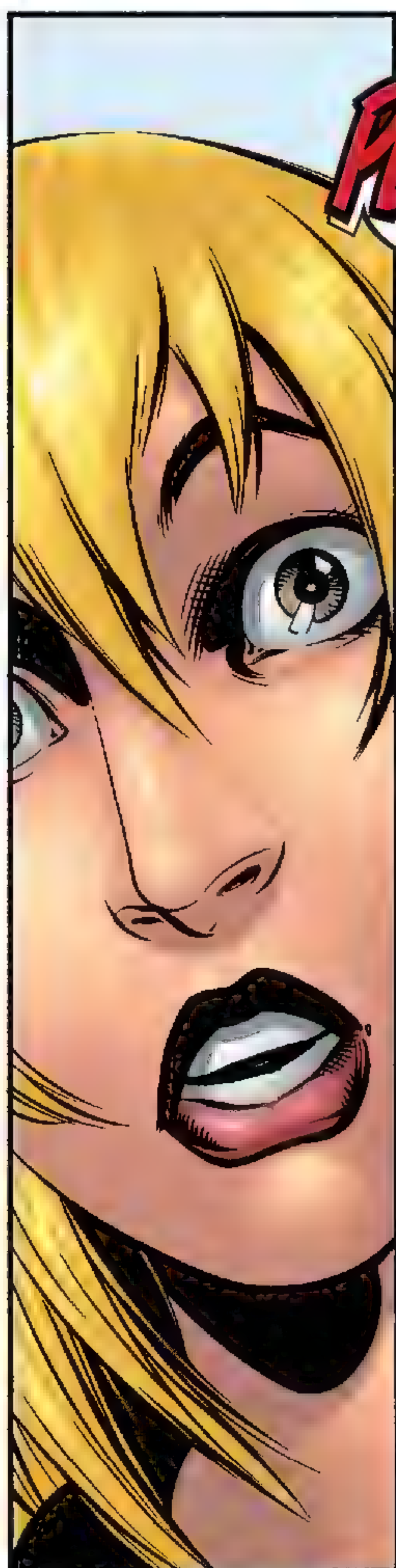
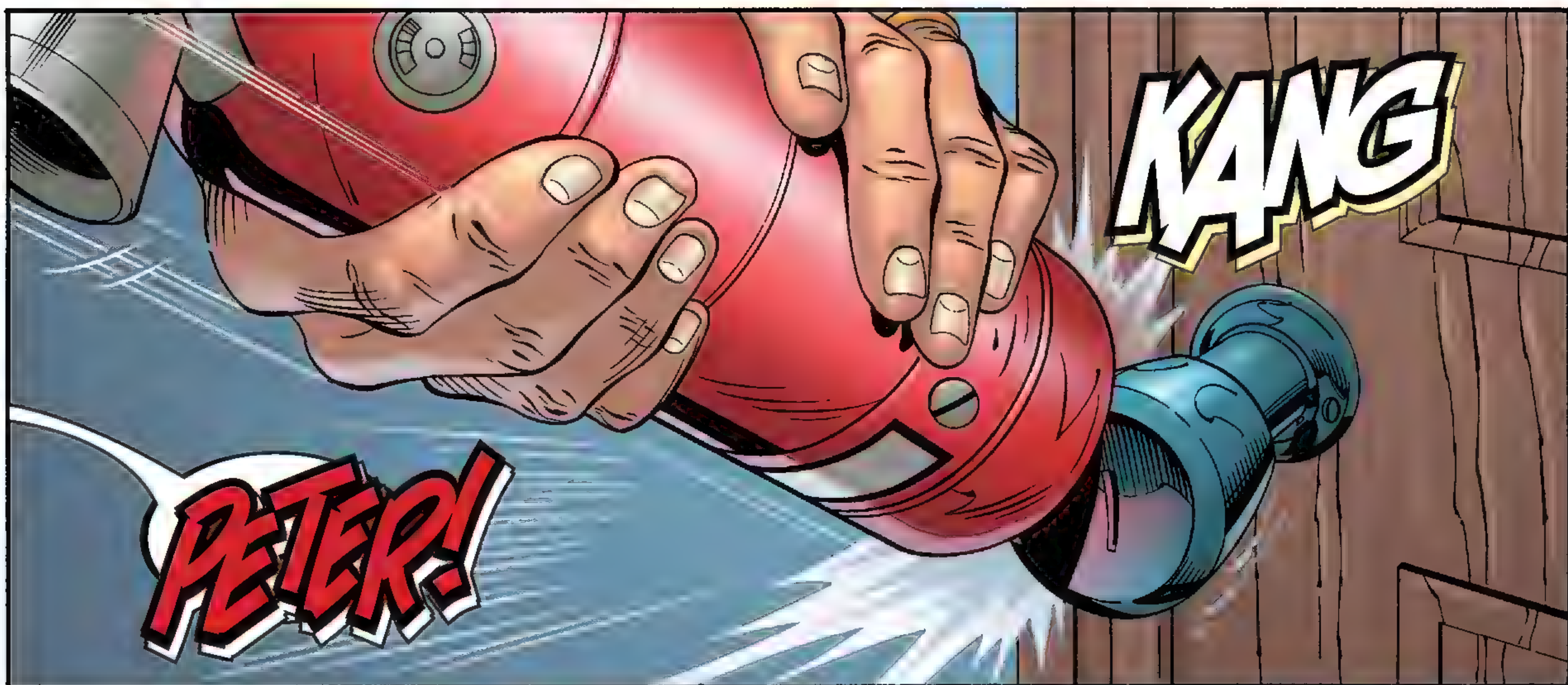
I assume that you will deal with this on your end?

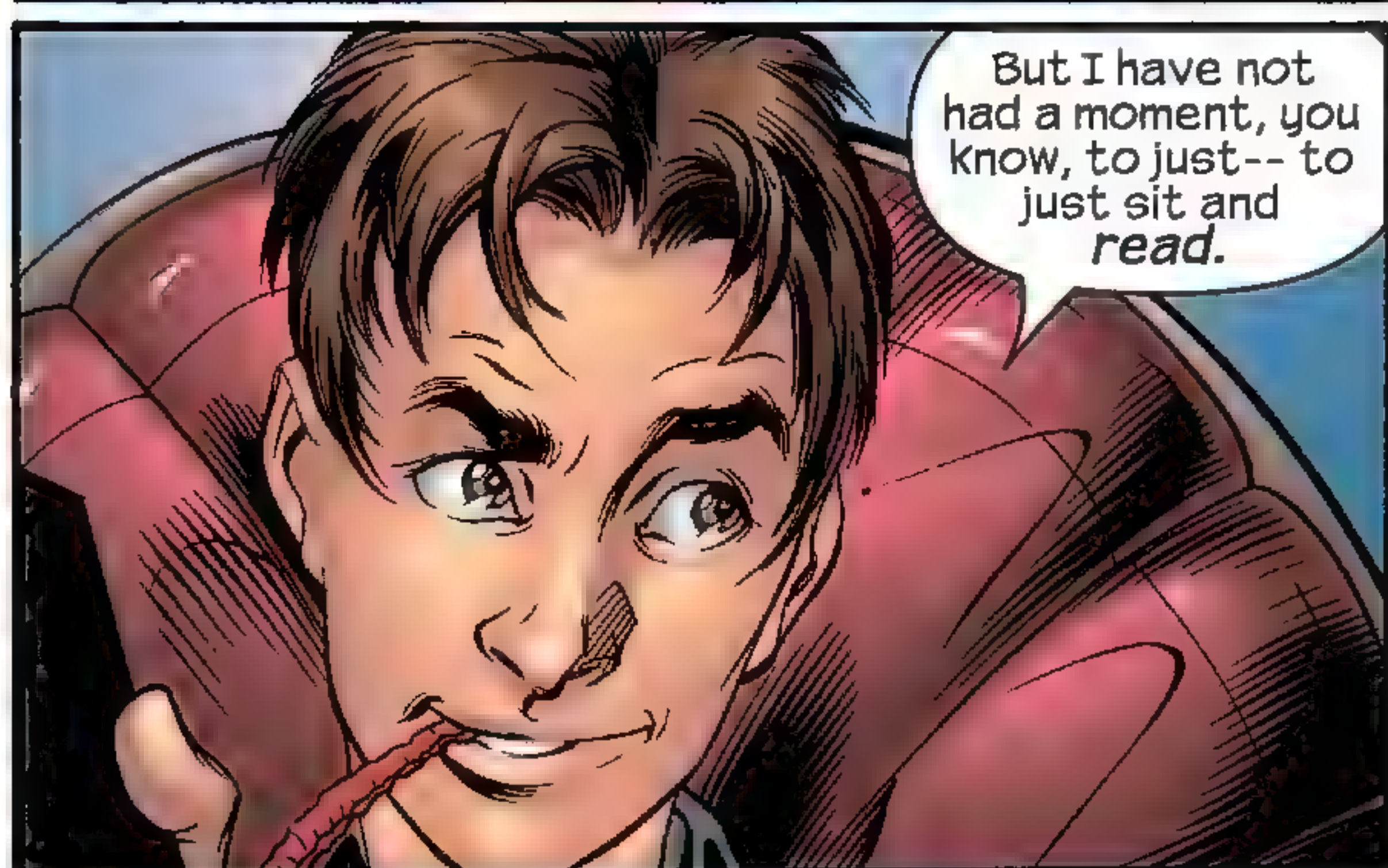
Y-Yes.

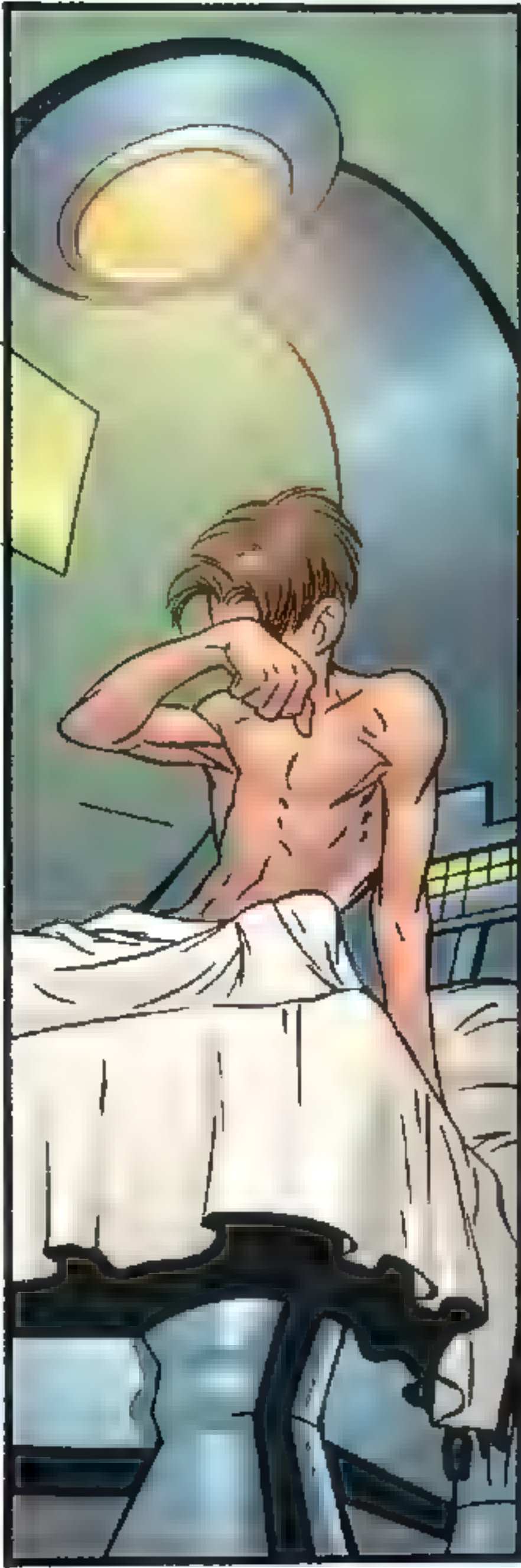
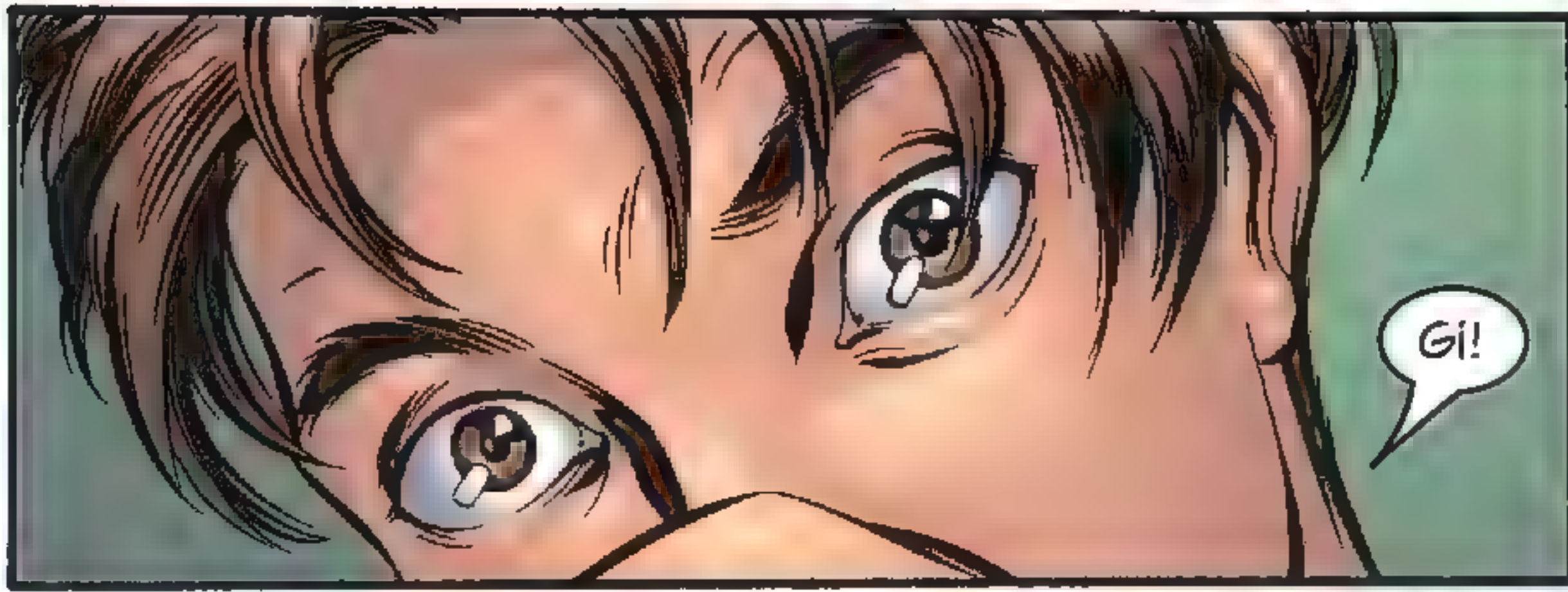
Good. If there's anything I can do to help on my end... let me know.

Thank you.





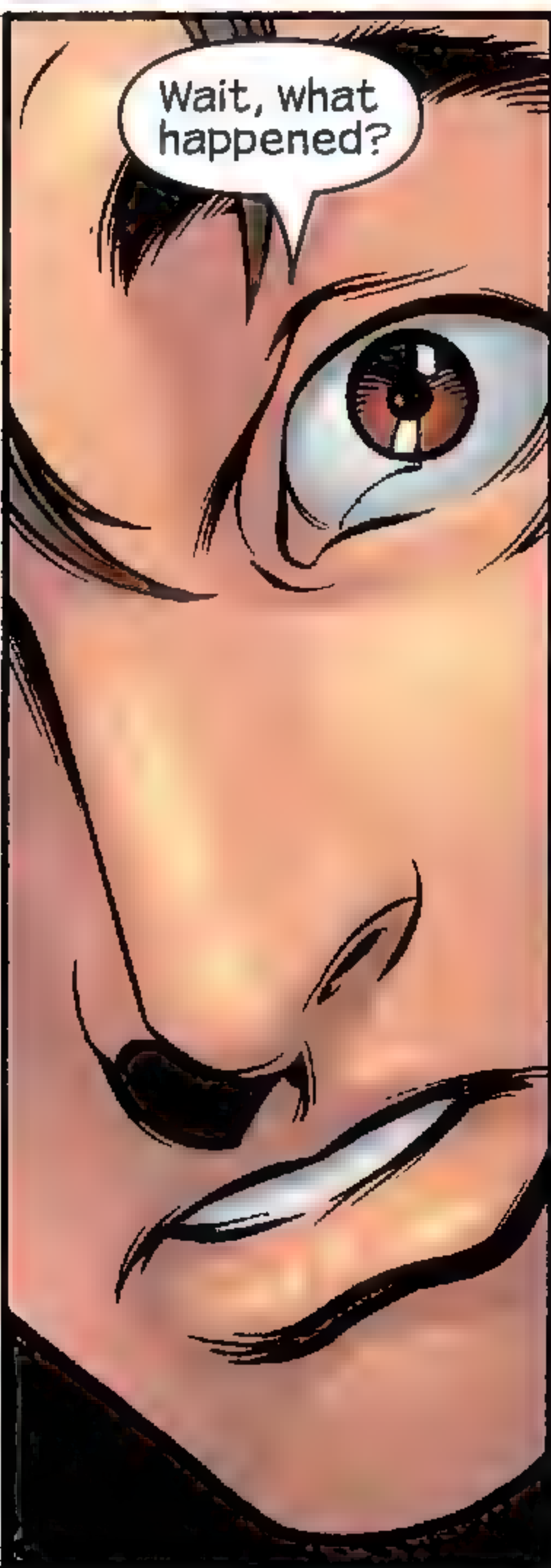
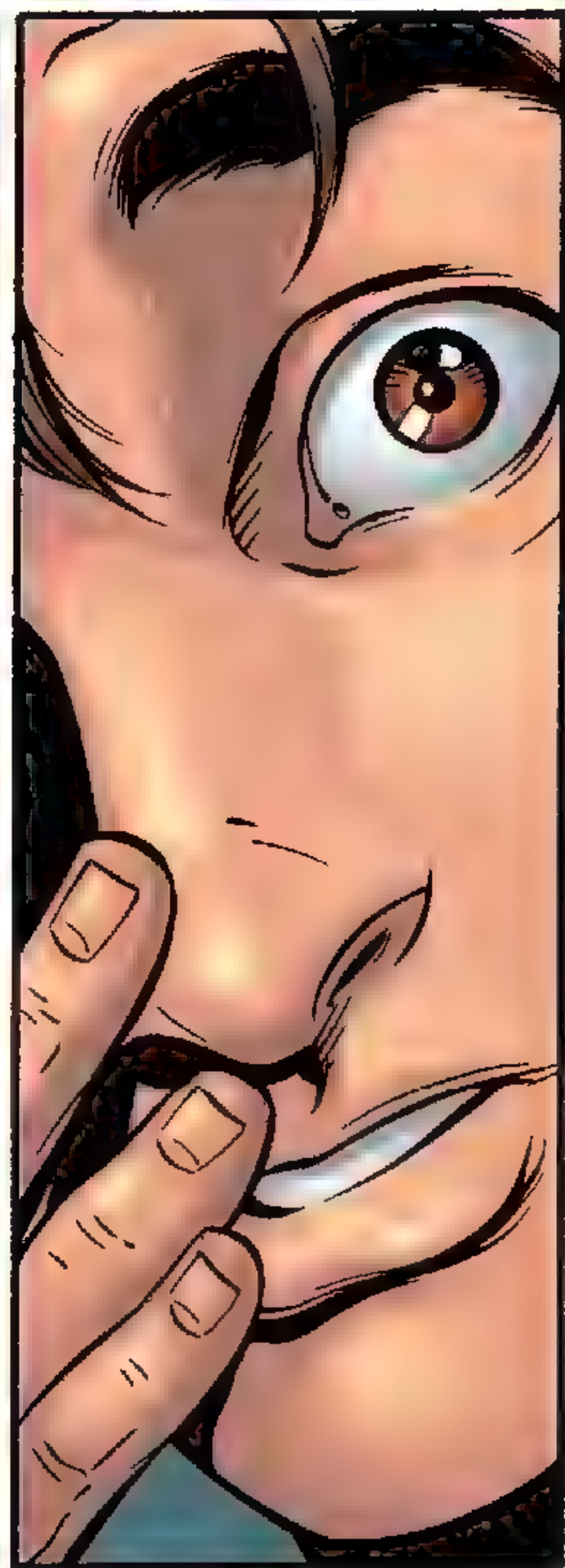
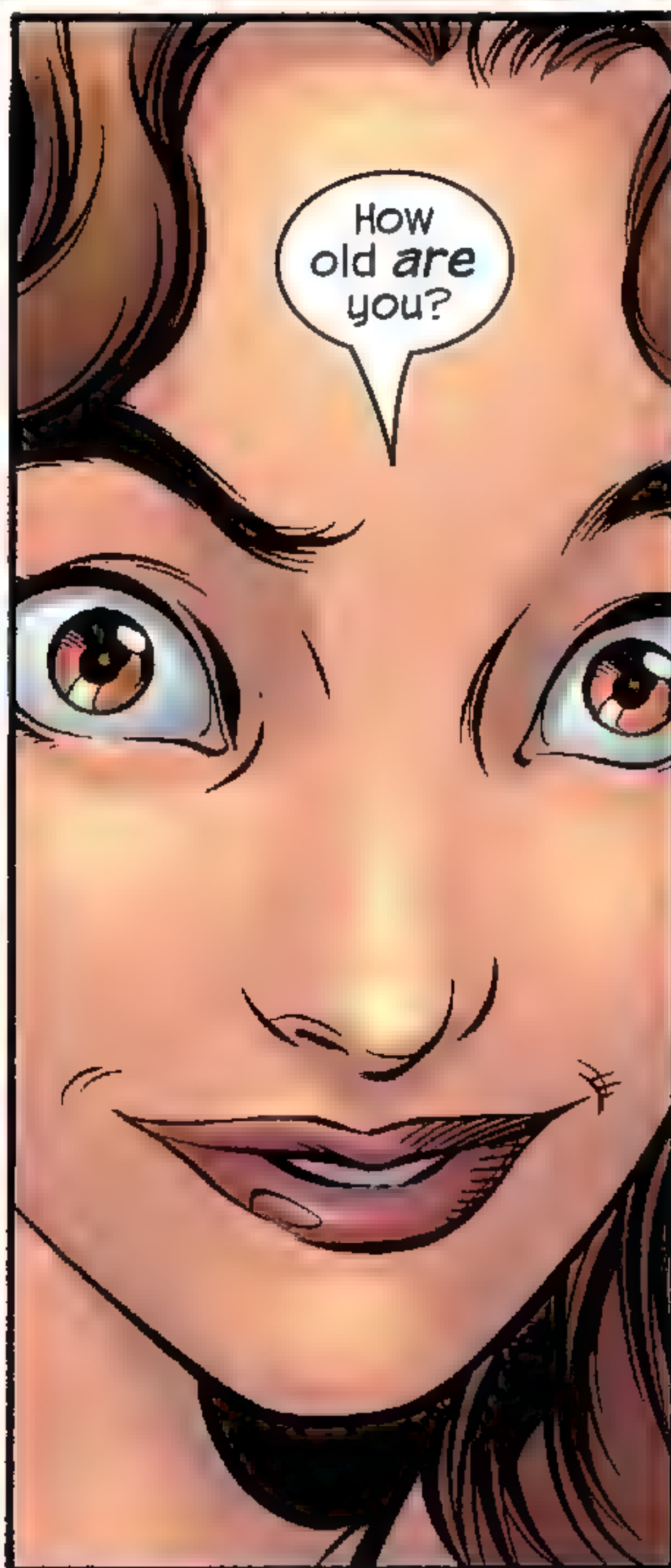
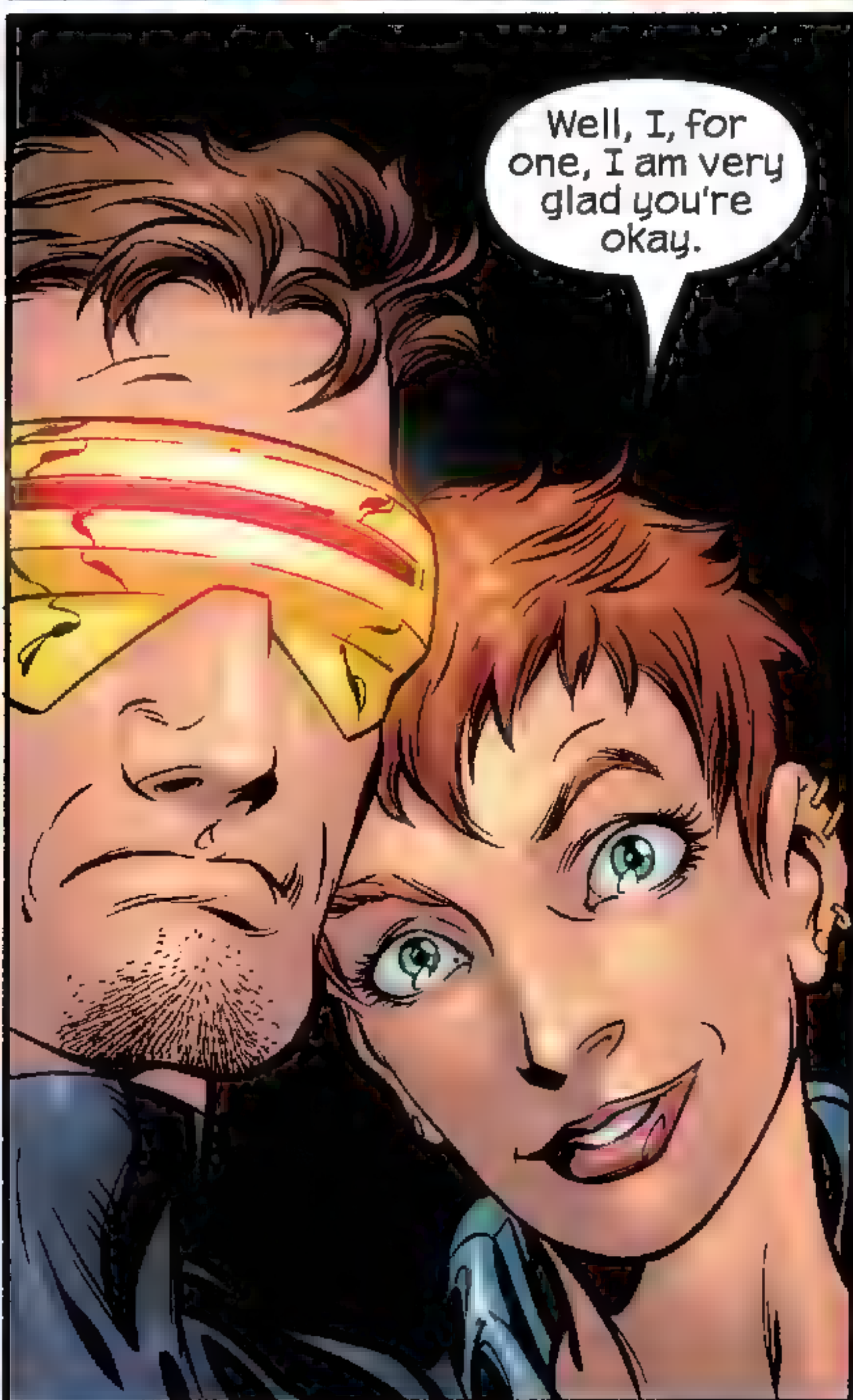
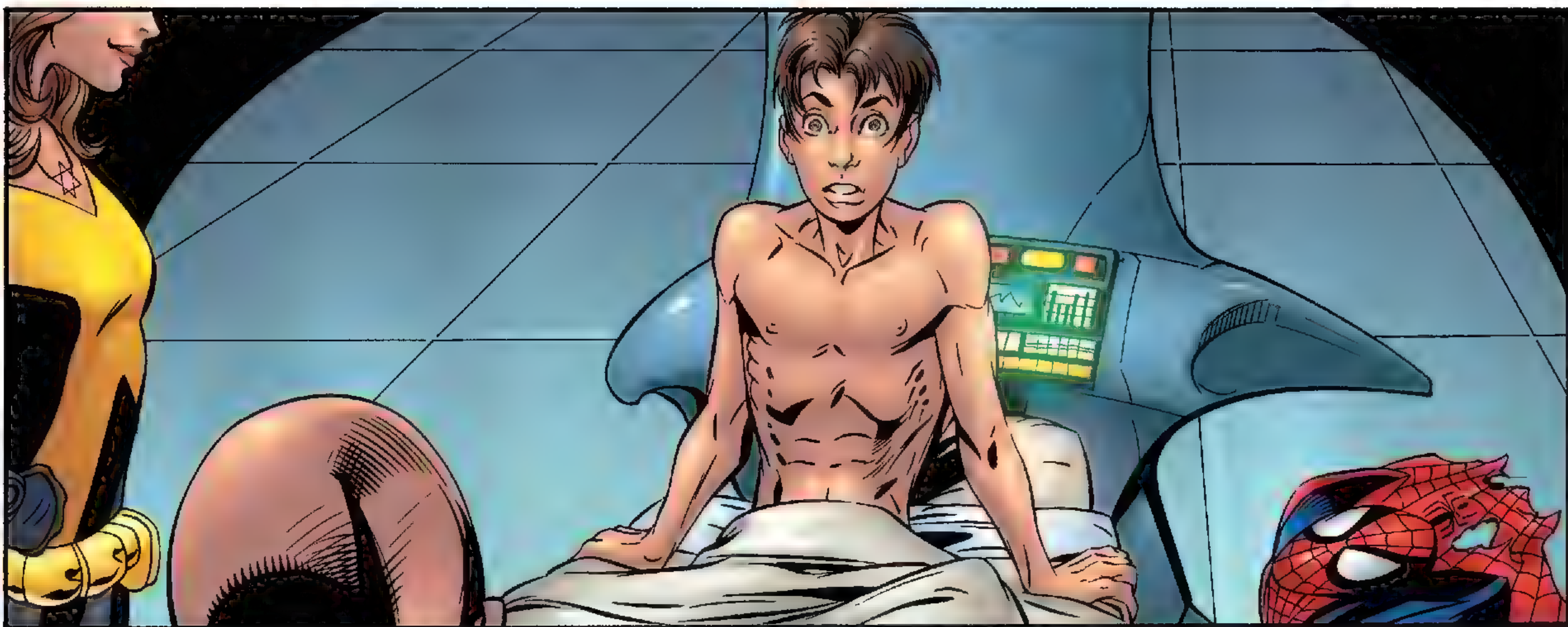




Peter,
my name
is Charles
Xavier.

These
are my
X-Men.

(Uncanny...)





Storm!!
Storm, we're
in trouble
here!!

Jean, the
Spider-Man kid
and the other
kid-- the guys
are going to
die!!

We're
going to
die!

I can't--
can't keep this
plane together
telekinetically at
this speed.

Not even
close!!!

Kitty,
hold on to
something!!

Yeah, okay.
Why don't I
do that!!!

I don't
know what
to do!! I
can't--

Wait, Ororo,
switch!!

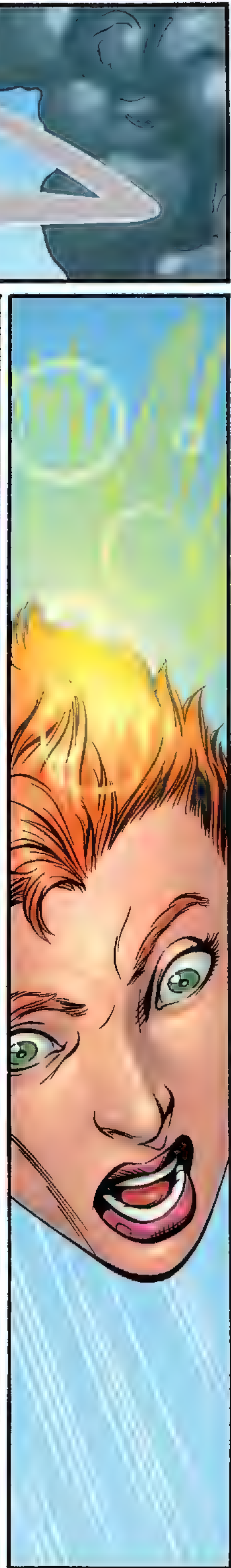
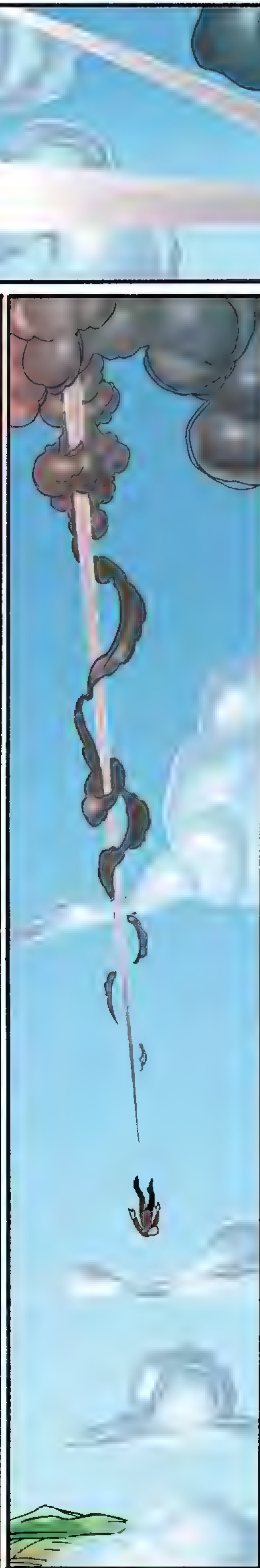
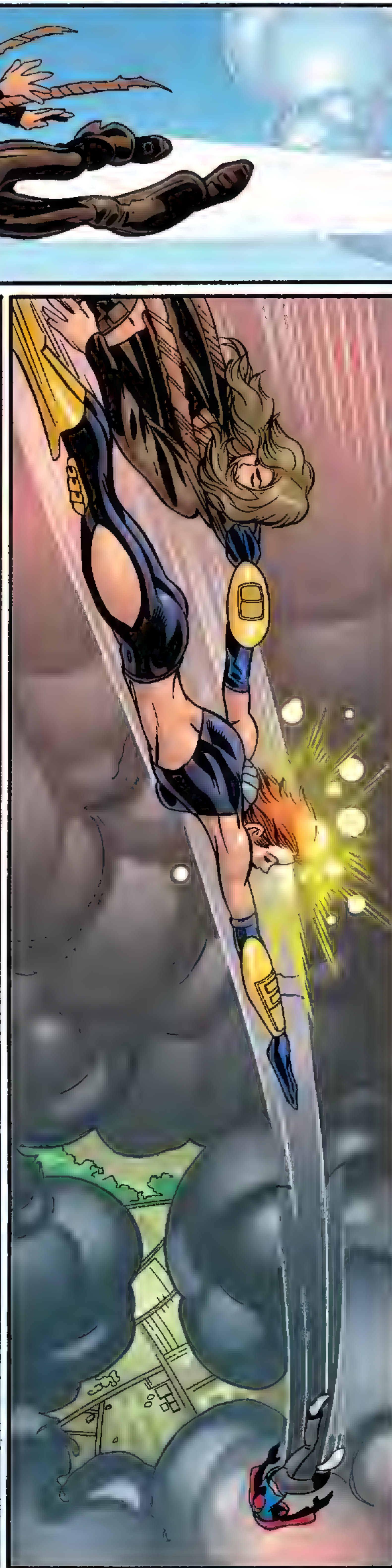
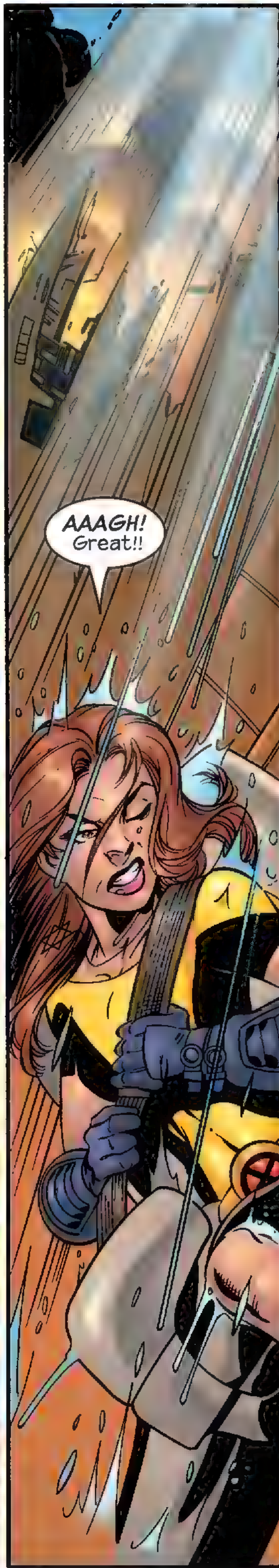
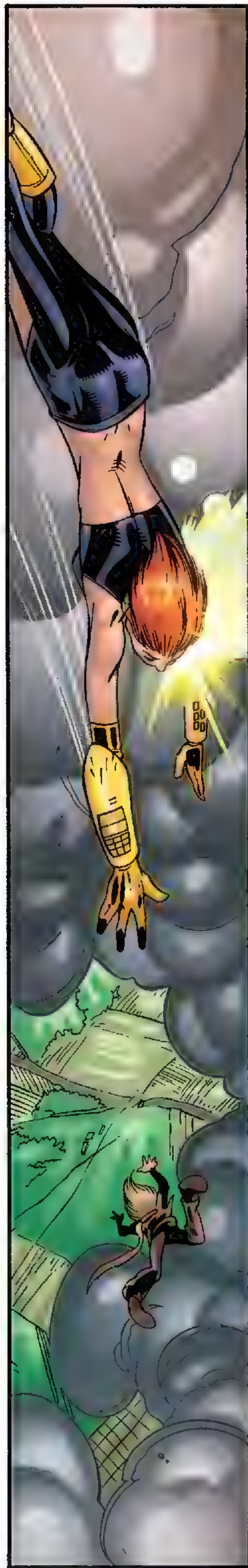
What?

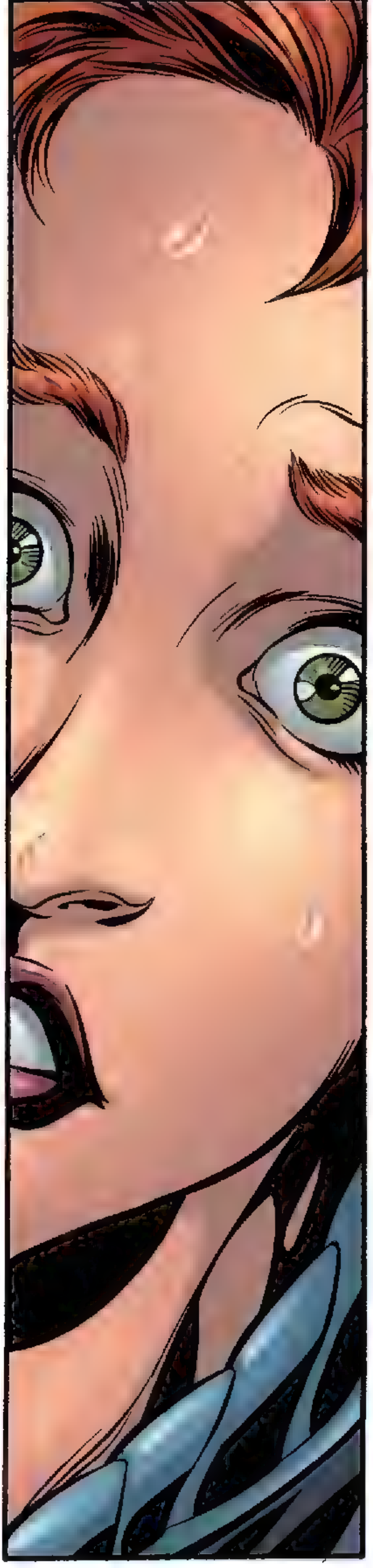
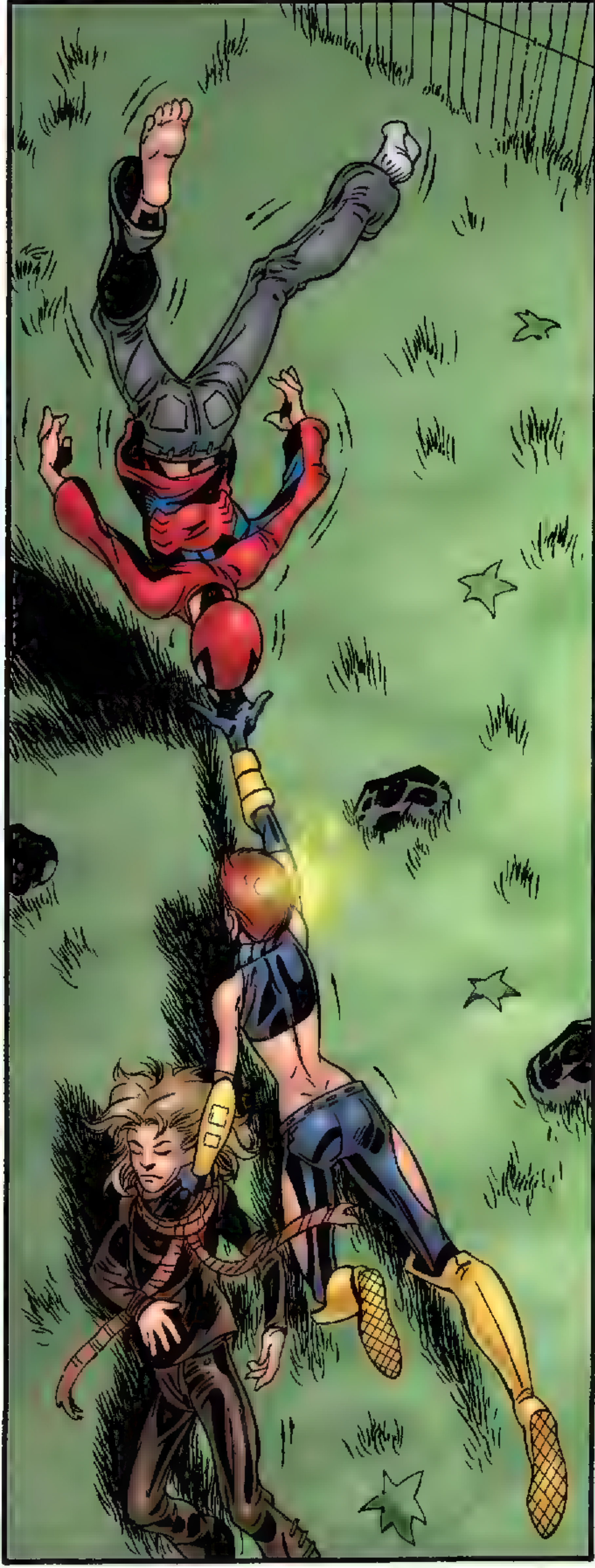
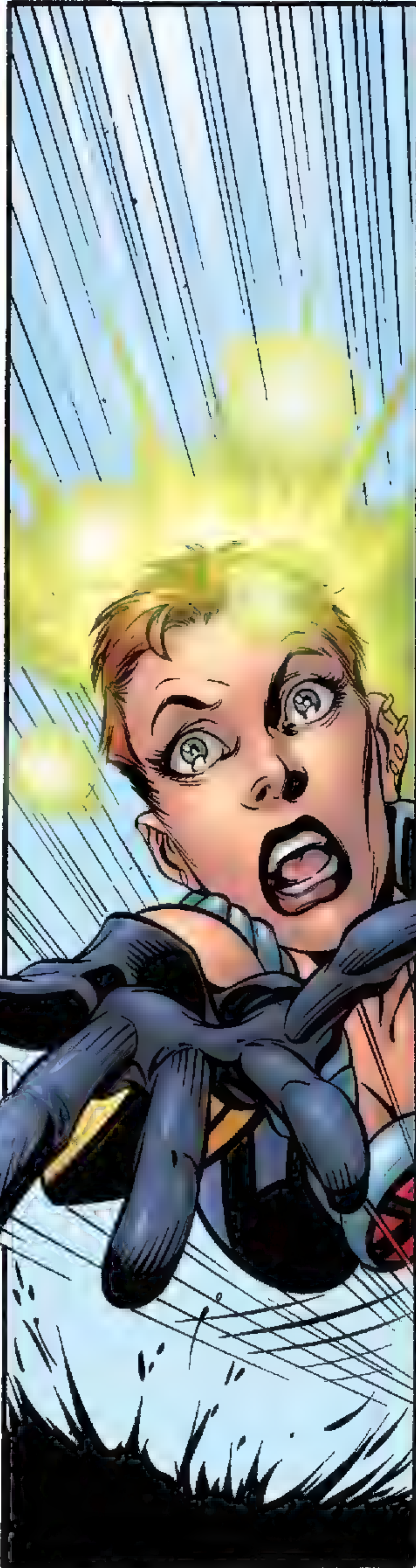
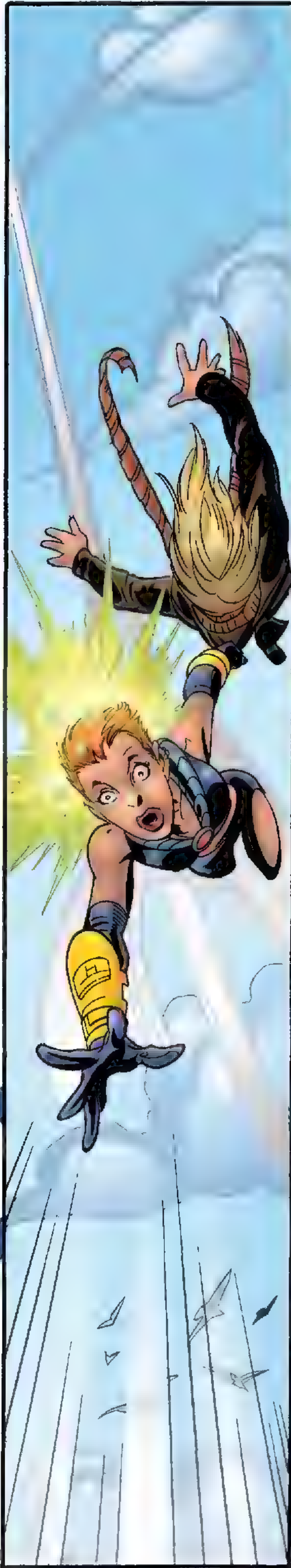
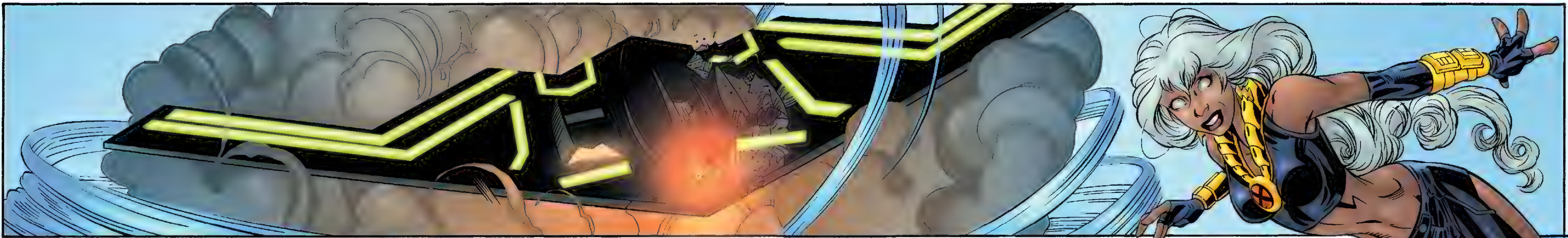
Storm, take
the plane, I'll
get the boys.

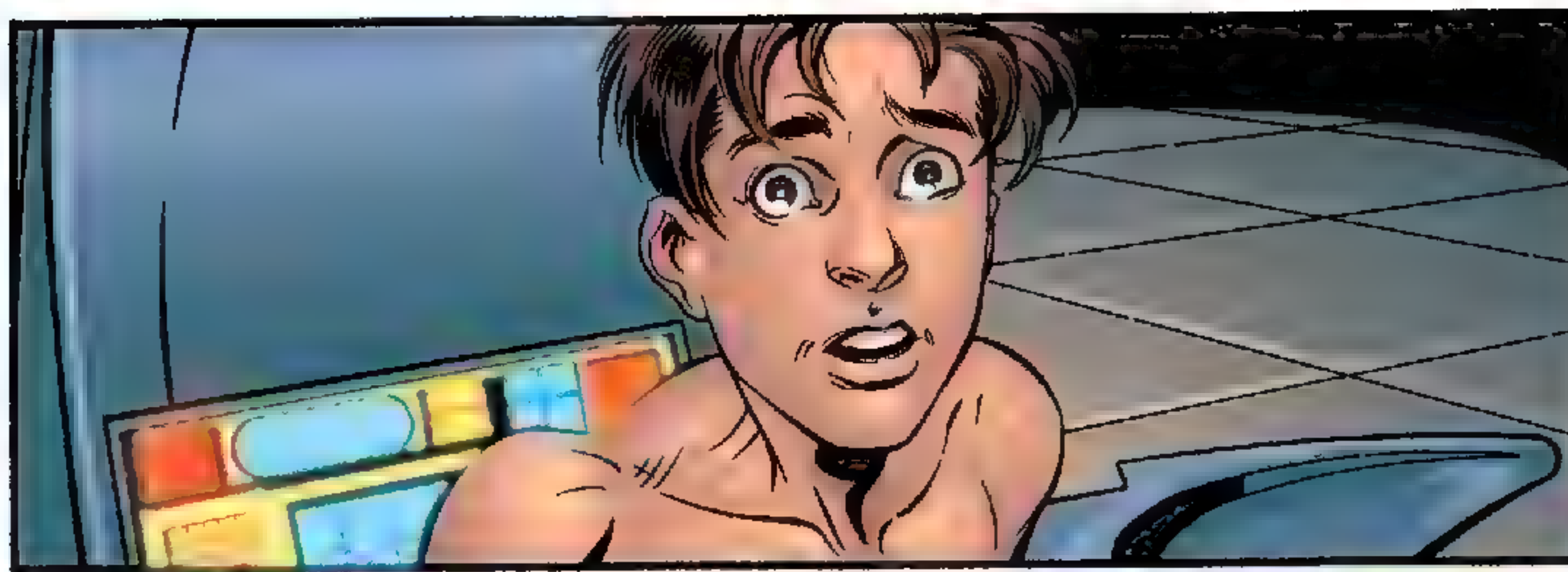
Watch your wind,
'Ror. I'm working
on psych here.

Sorry.

Hold
on, Kitty
cat.







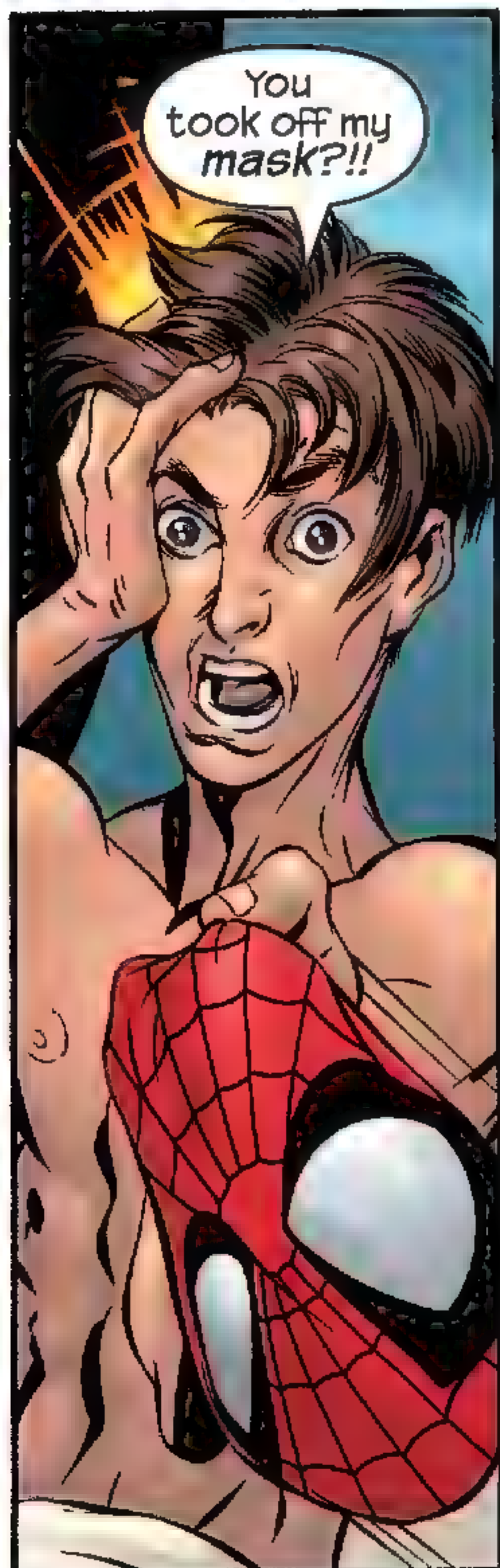
Aaaand you're welcome.

Oh, man...

Yeah.

Oh! Oh, come on...

What?



You took off my mask?!!



We wanted to make sure you were still breathing.

Man! I am trying to keep a secret identity here!!

No one respects my secret identity!! **No one!!**

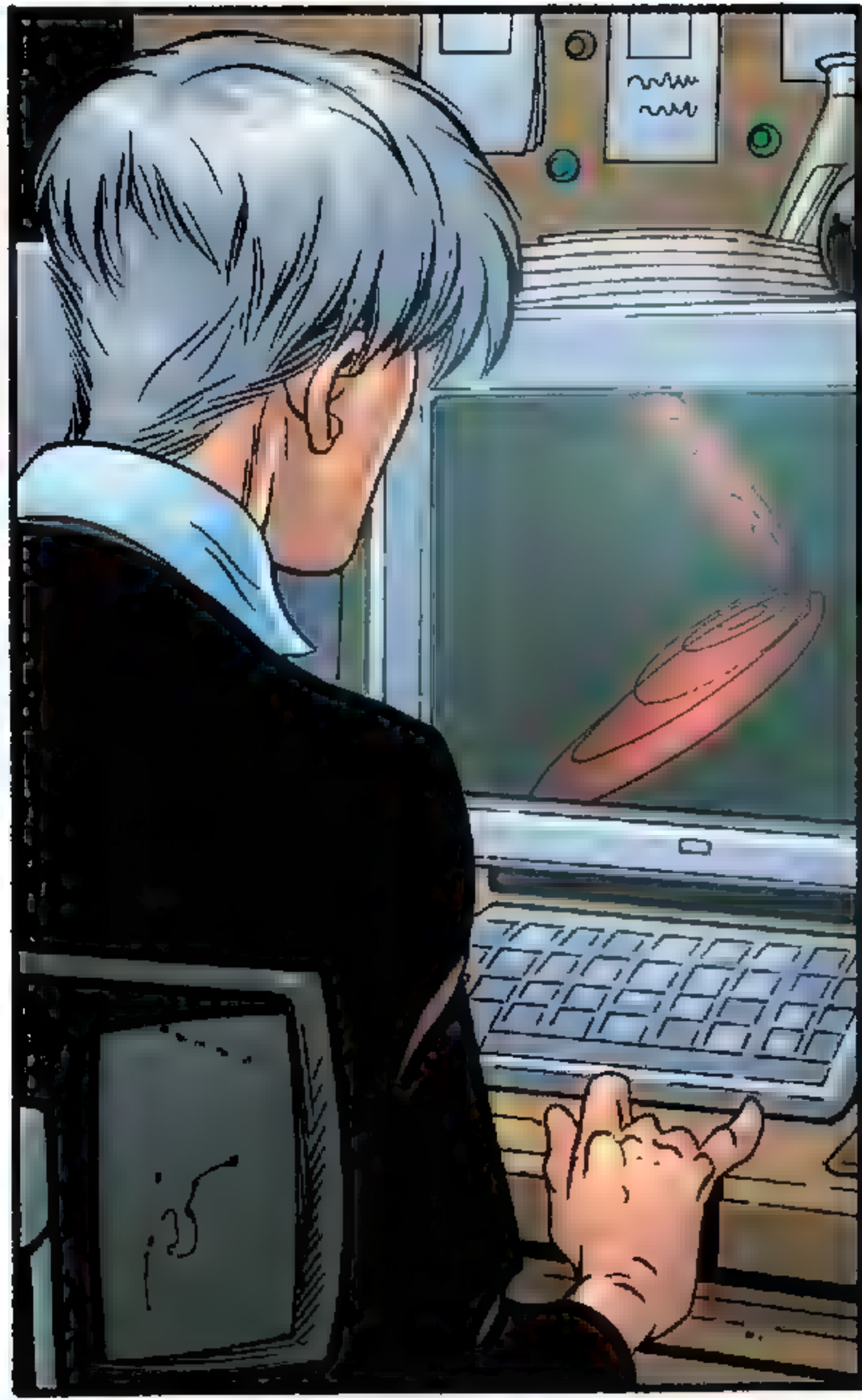
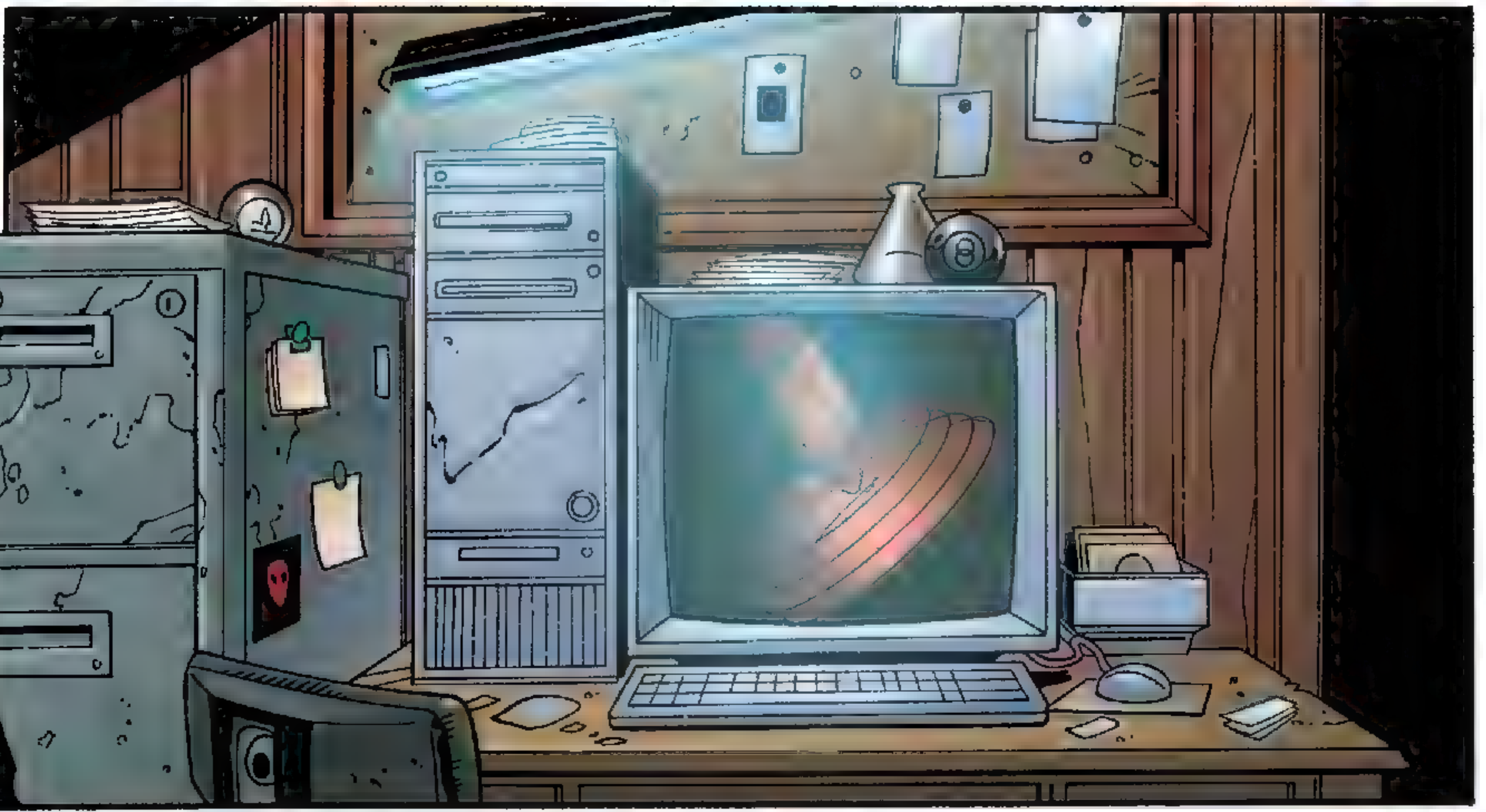
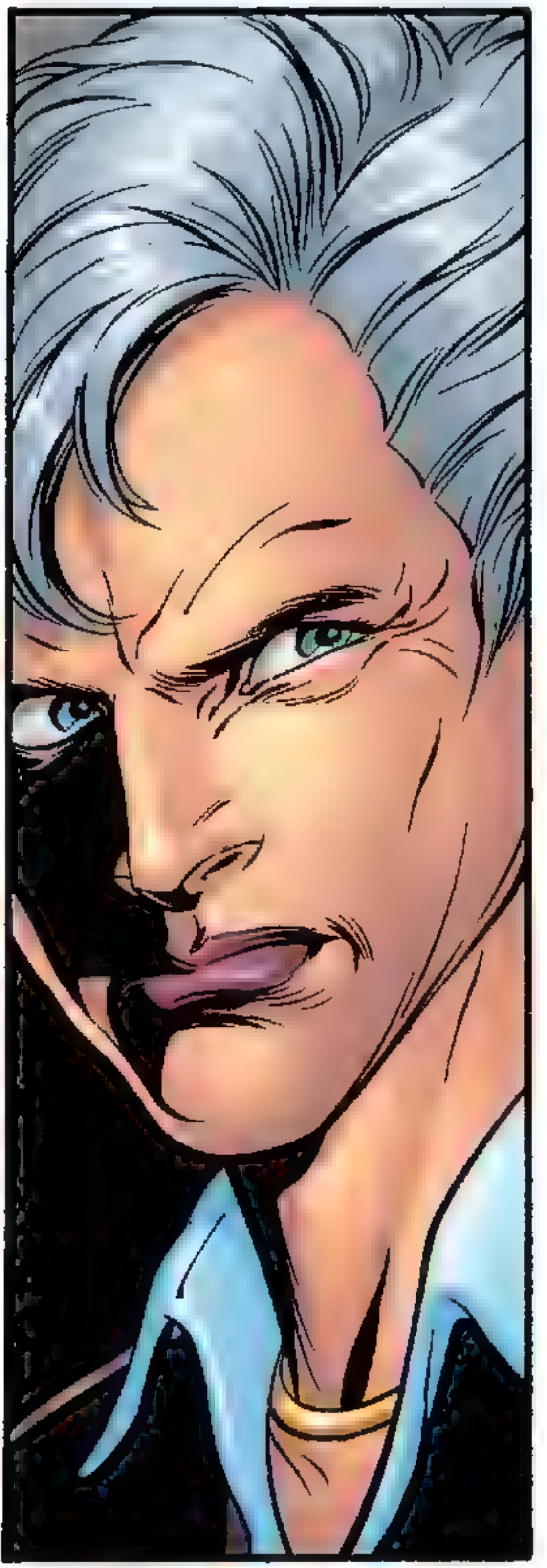
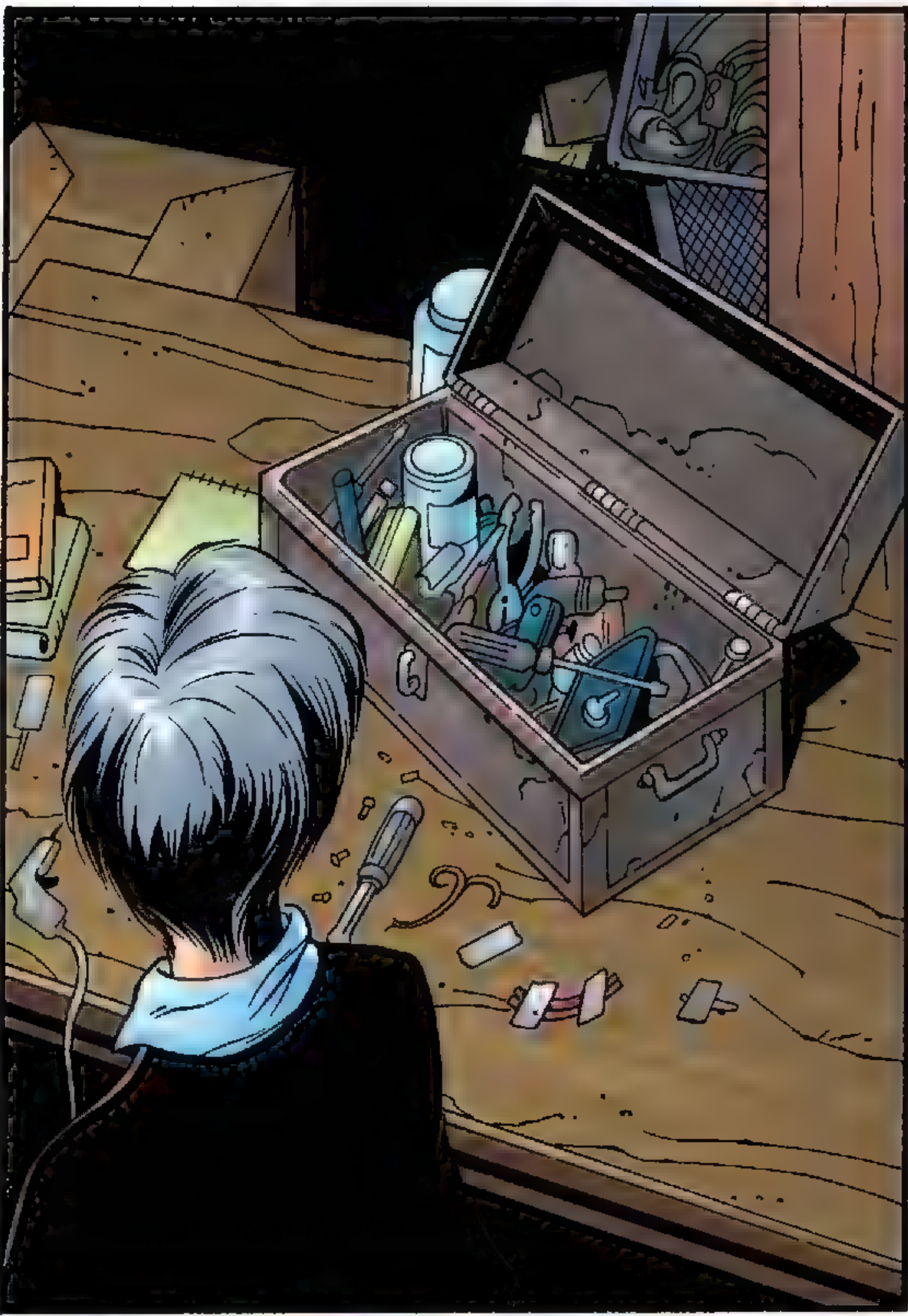
One secret! That's all I want.

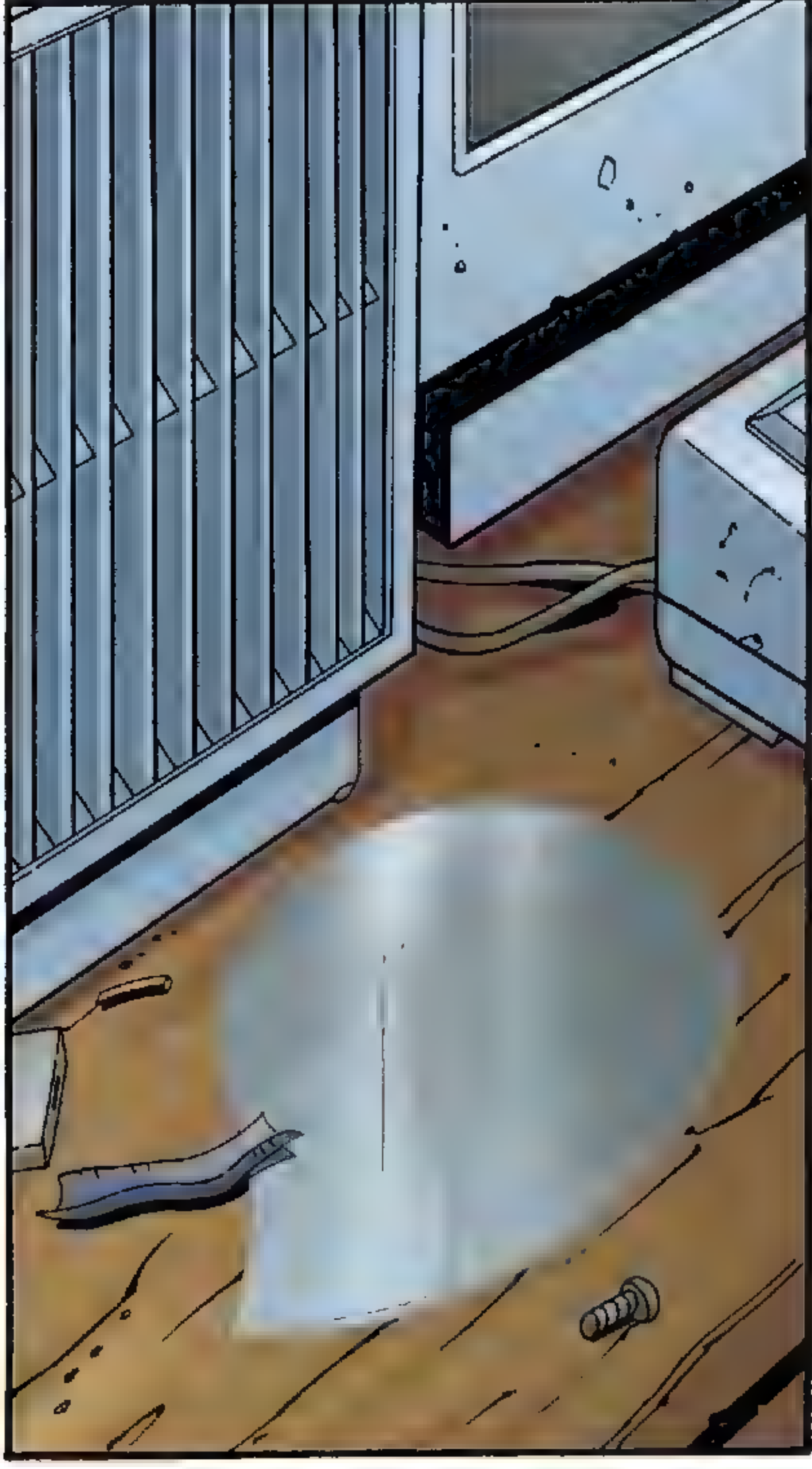
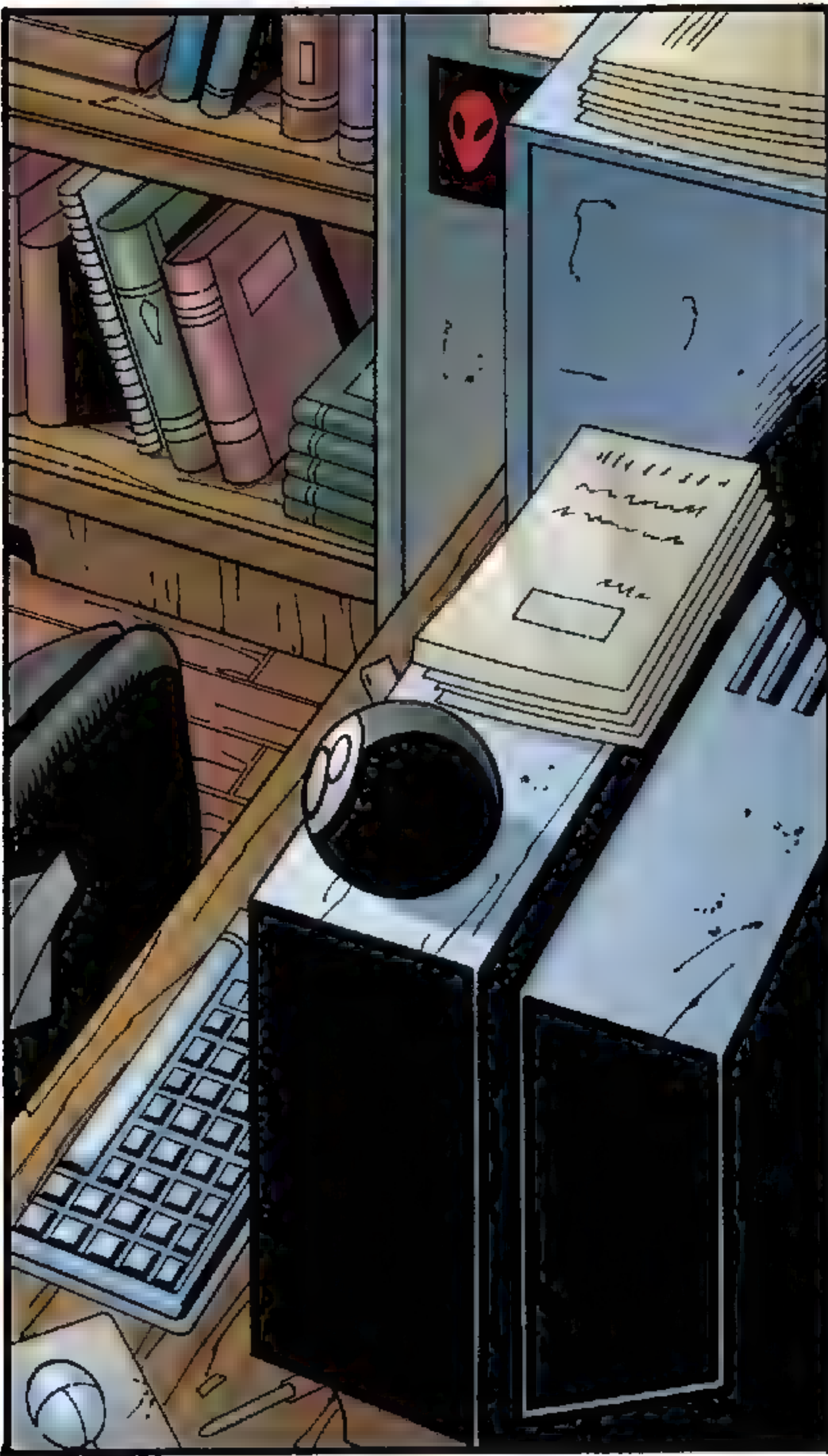
I want to put on the mask and keep it on!! And every time I turn around someone somewhere finds out I'm Peter Parker!!

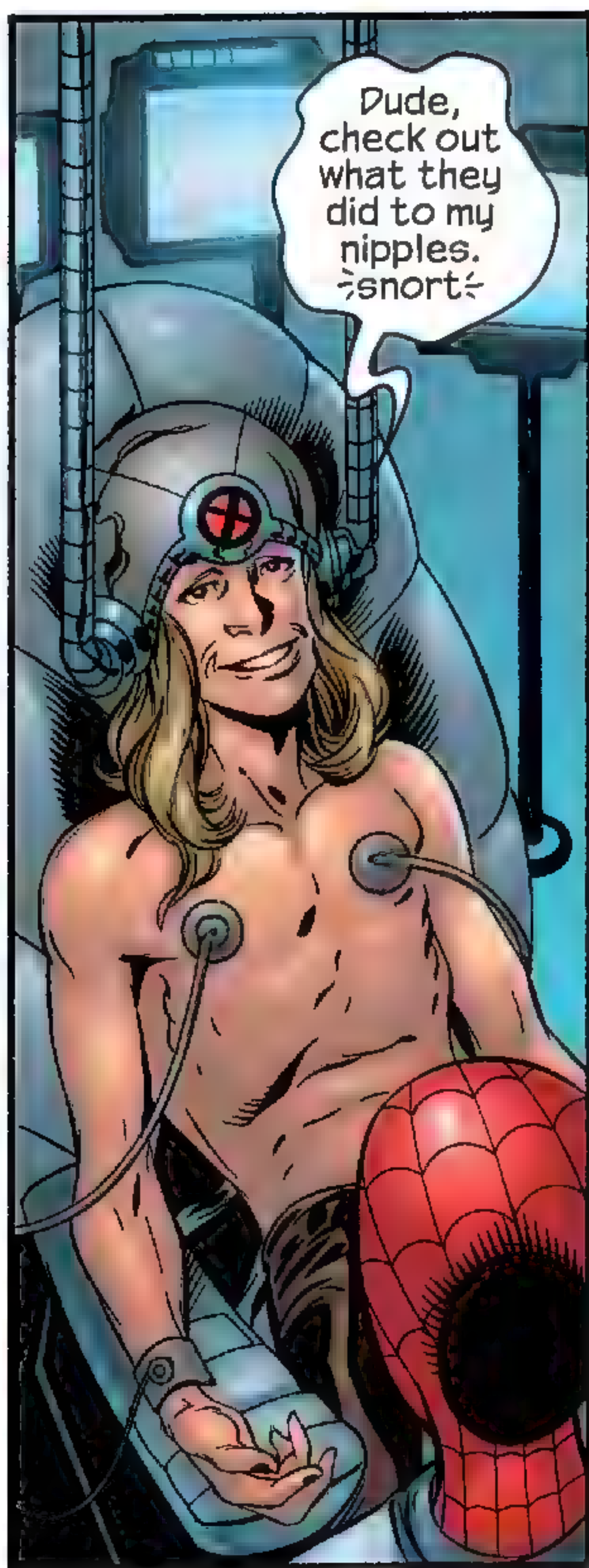


We- uh- we didn't know your name.









Dude, check out what they did to my nipples. *[snort]*



He, uh, he looks a lot happier than the last time I saw him.

I gave him... a happy thought.

You zapped his brain with your mutant psychic brain?

A little.

Is that ethical?

Honestly, no. But I already lost an entire aircraft because of him.

This equipment is expensive.

Well, just please, please, please tell me that all this was worth it.

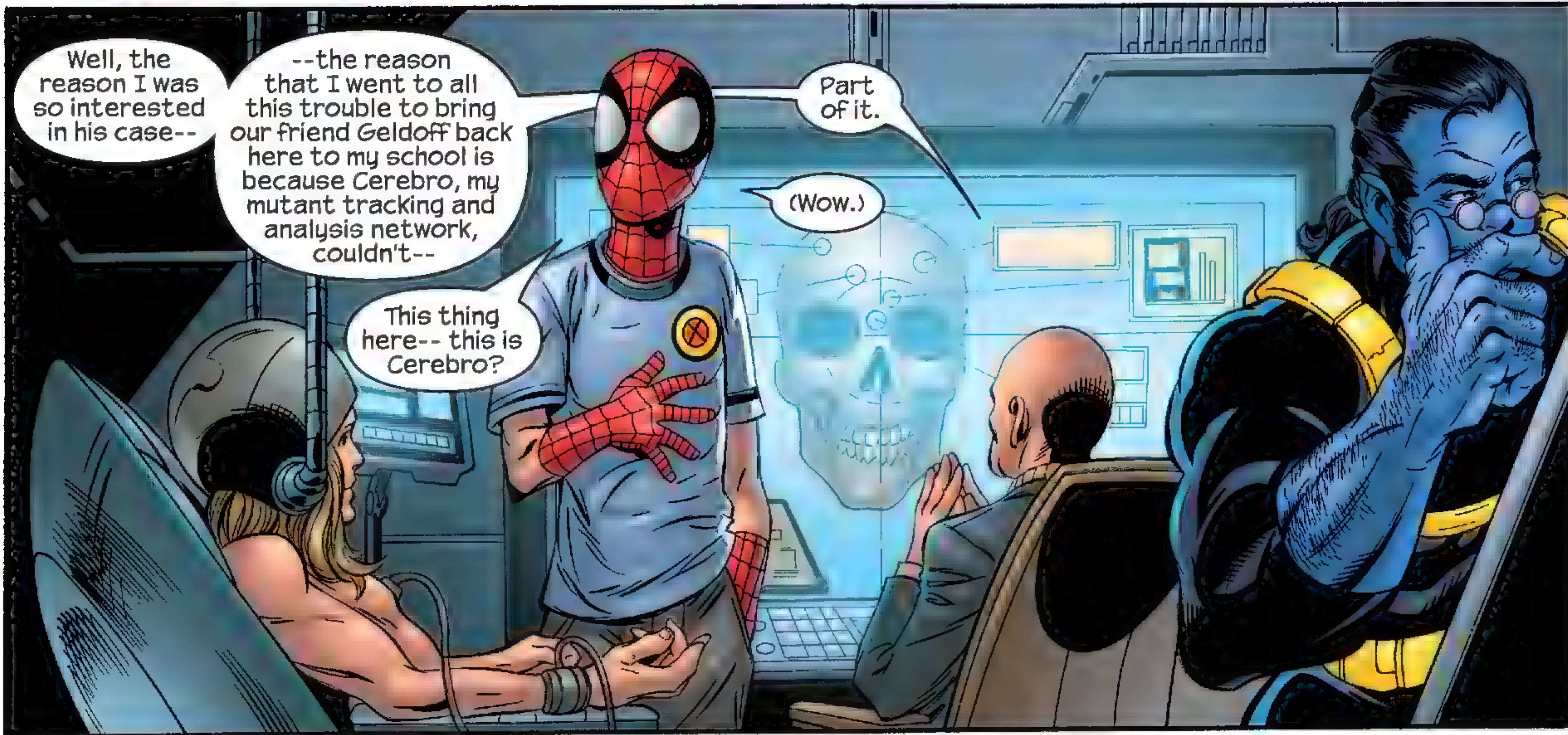


Tell me I didn't fall out of an airplane for nothing...

It's rather complicated.

Okay, yes or no... is he a mutant or not?

Does anybody want anything to drink?



Well, the reason I was so interested in his case--

--the reason that I went to all this trouble to bring our friend Geldoff back here to my school is because Cerebro, my mutant tracking and analysis network, couldn't--

Part of it.

(Wow.)

This thing here-- this is Cerebro?



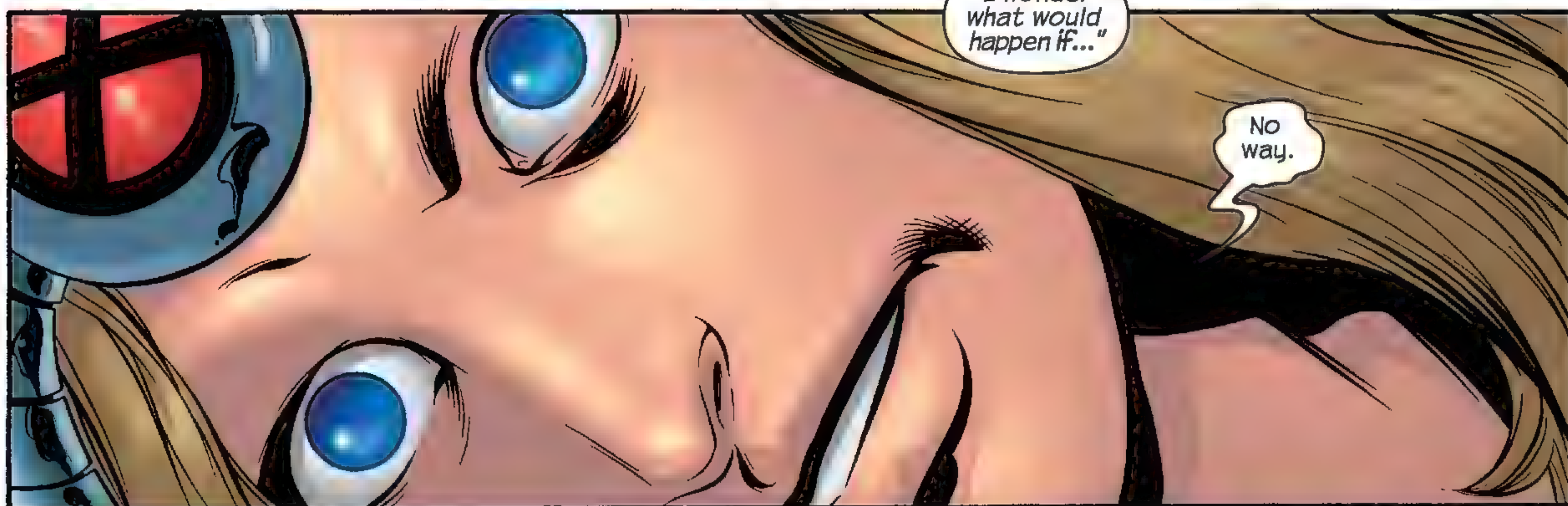
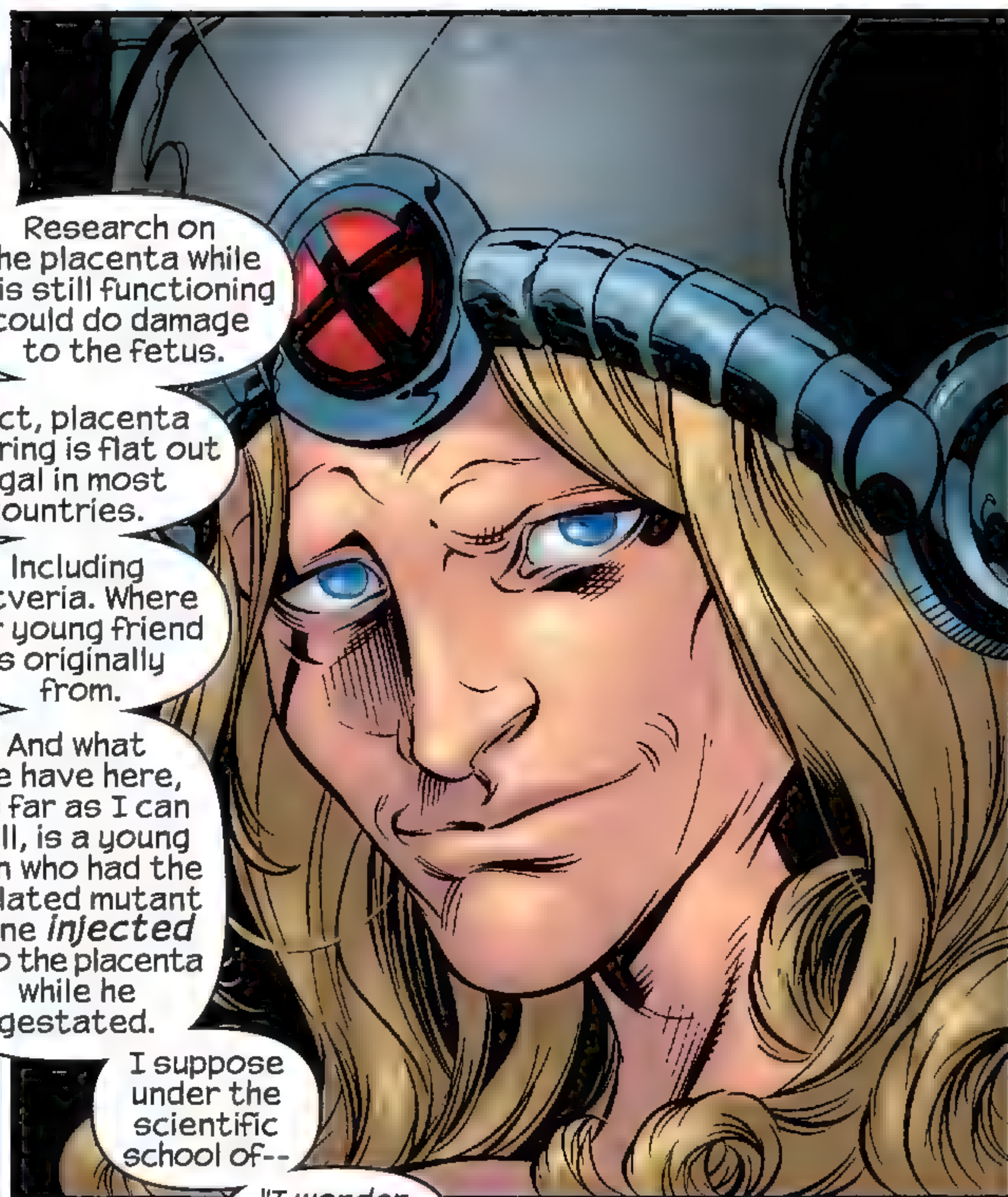
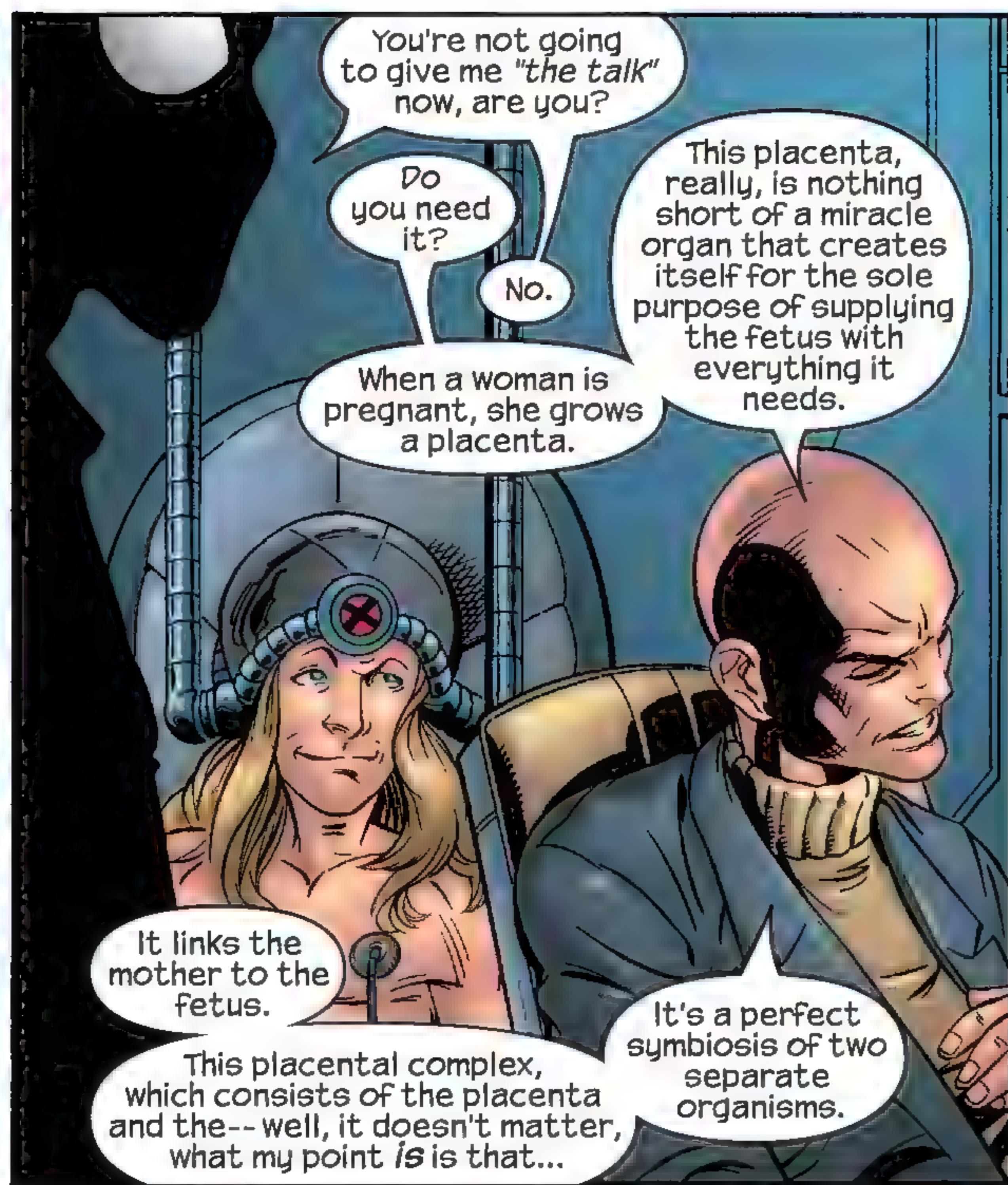
Cerebro couldn't get a proper read on our friend here. It didn't recognize him as mutant *or* human.

(That's never happened before.)

Even now, my equipment isn't able to pull a complete analysis together...

But now that I've been able to spend a little time with him, speak to him, and- uh- pick his brain a little...

It is my best guess that our young friend here has been the unwitting and undeserving *guinea pig* in a truly disgusting, mutant-related, genetic experiment.



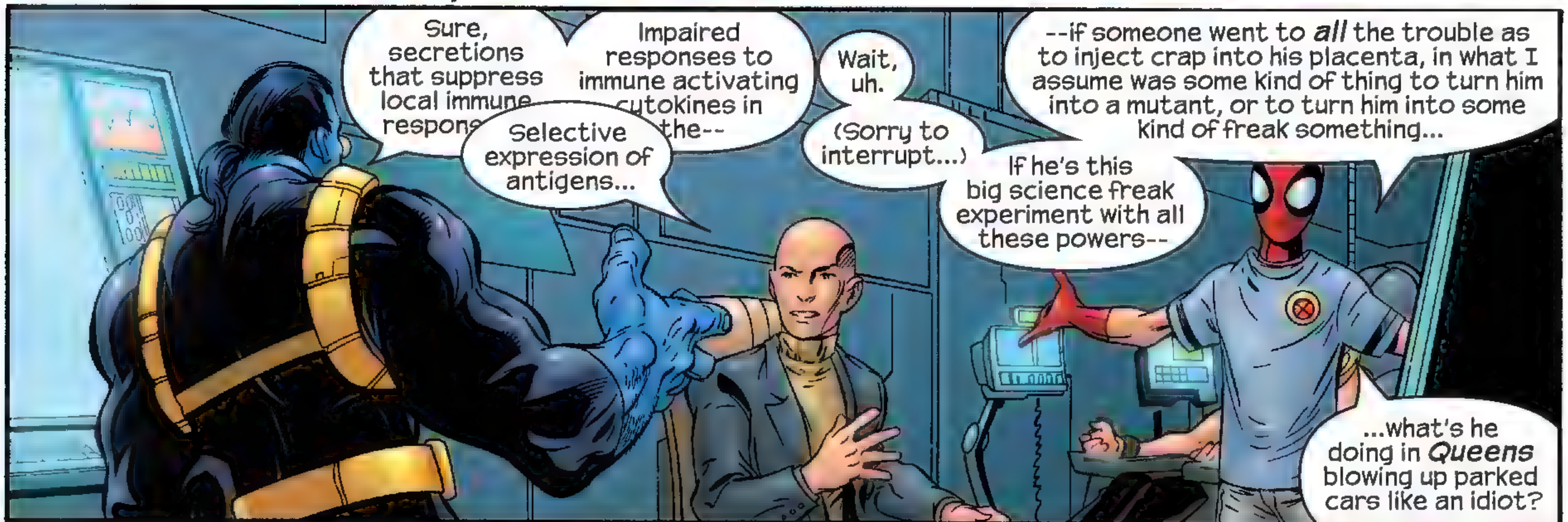


Fascinating.

Who would even *consider* this as a viable conduit to---?

Well, fetal placental tissue *isn't* recognized as foreign and rejected by the maternal immune system.

And there's any number of reasons for this...



Sure, secretions that suppress local immune response...

Impaired responses to immune activating cytokines in the--

Selective expression of antigens...

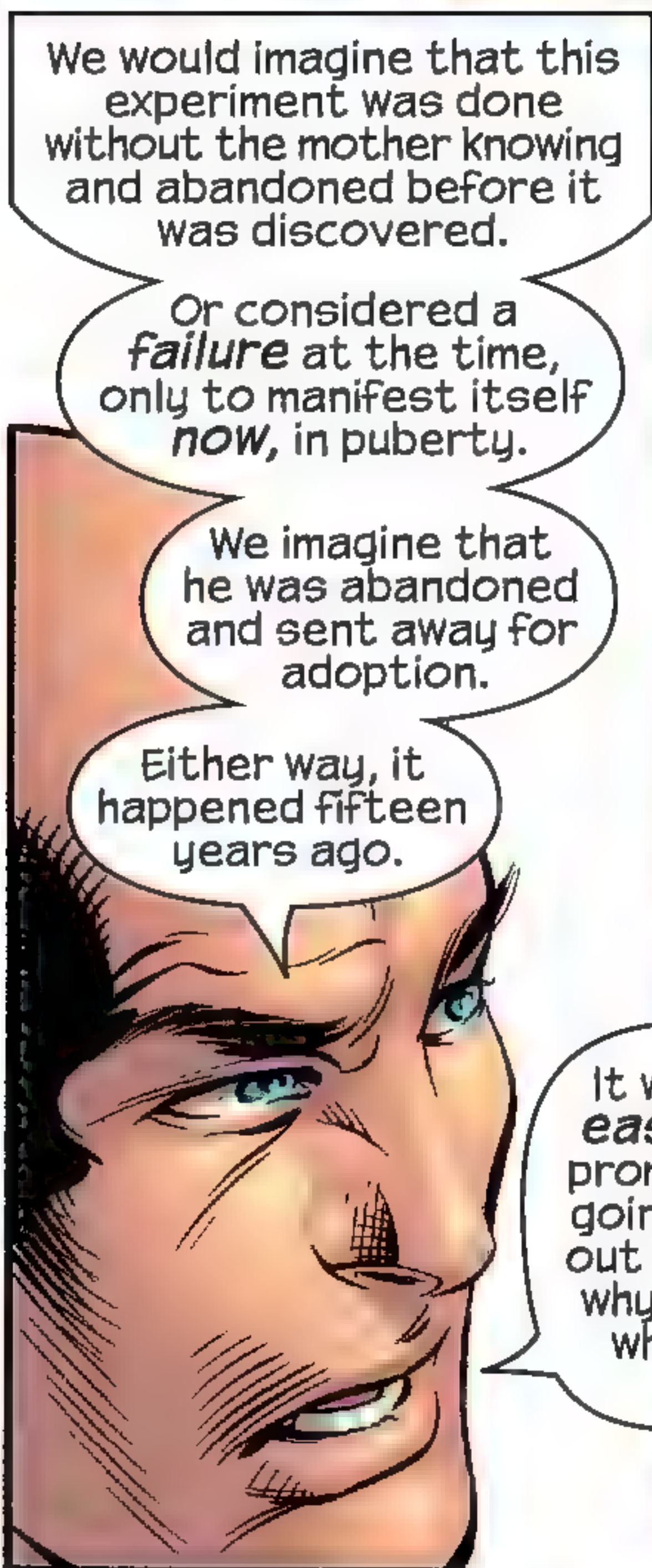
Wait, uh.

(Sorry to interrupt...)

--if someone went to *all* the trouble as to inject crap into his placenta, in what I assume was some kind of thing to turn him into a mutant, or to turn him into some kind of freak something...

If he's this big science freak experiment with all these powers--

...what's he doing in *Queens* blowing up parked cars like an idiot?



We would imagine that this experiment was done without the mother knowing and abandoned before it was discovered.

Or considered a *failure* at the time, only to manifest itself *now*, in puberty.

We imagine that he was abandoned and sent away for adoption.

Either way, it happened fifteen years ago.

It won't be *easy*, but I promise I am going to find out what and why you are what you are.



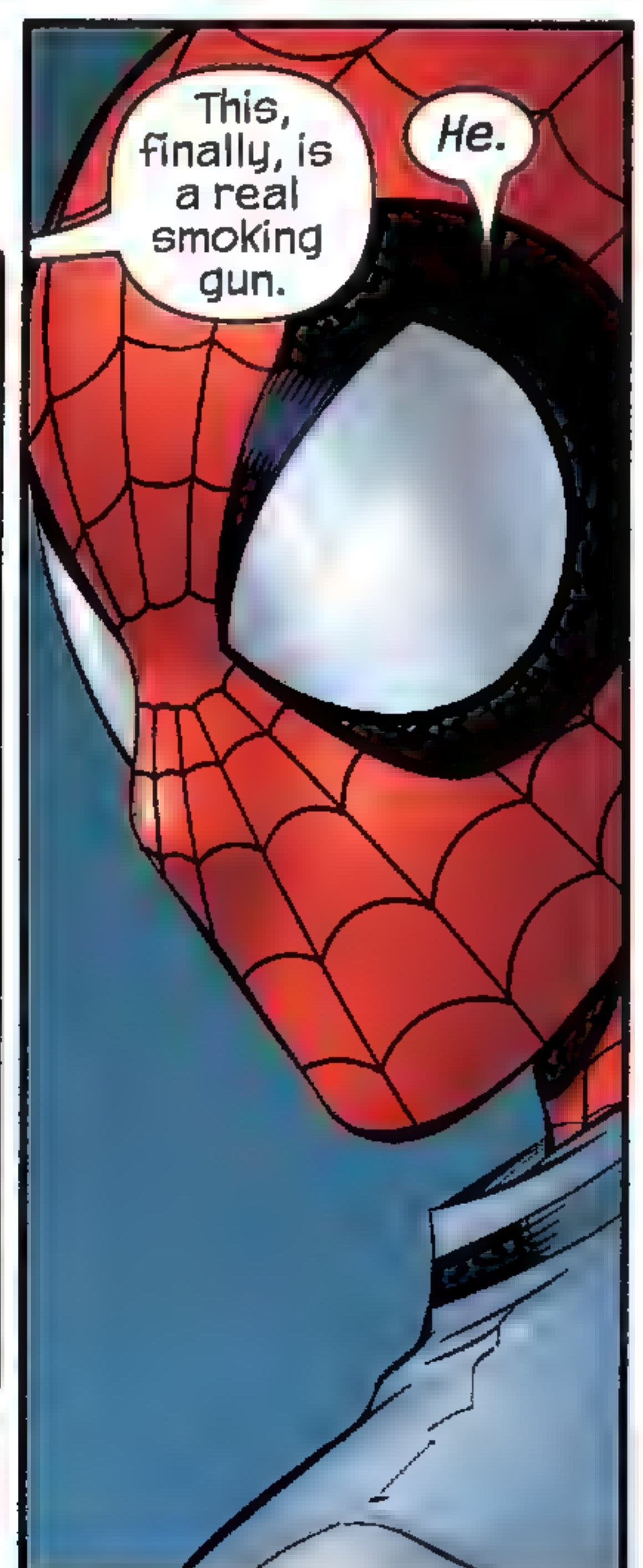
So what are you going to *do* with him?

Yeah, that's a pretty good question.



I am going to present him to a couple of prestigious science organizations and then present their findings to the U.N....

...with the hope that the information is enough to get the U.N. to pressure these countries that turn a blind eye to these inhumane mutilations.



This, finally, is a real smoking gun.

He.



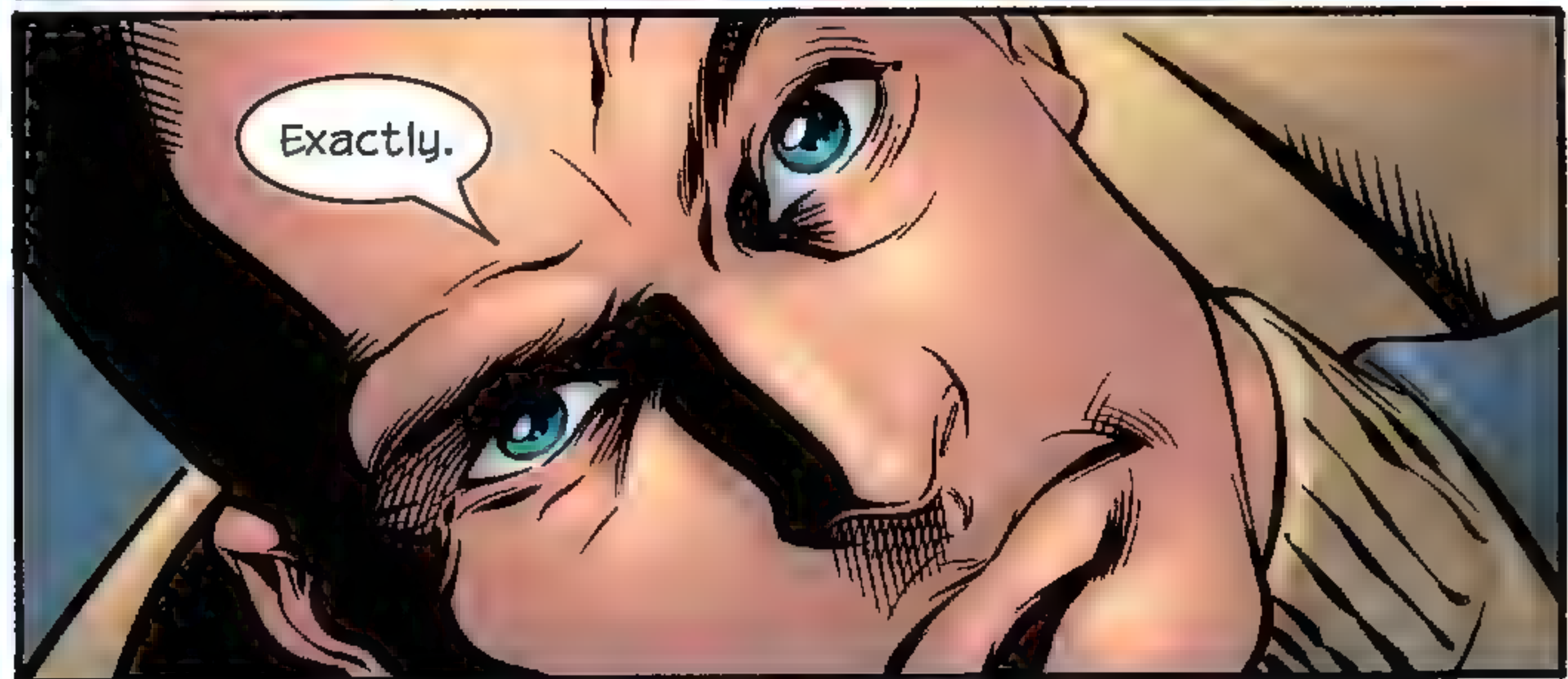
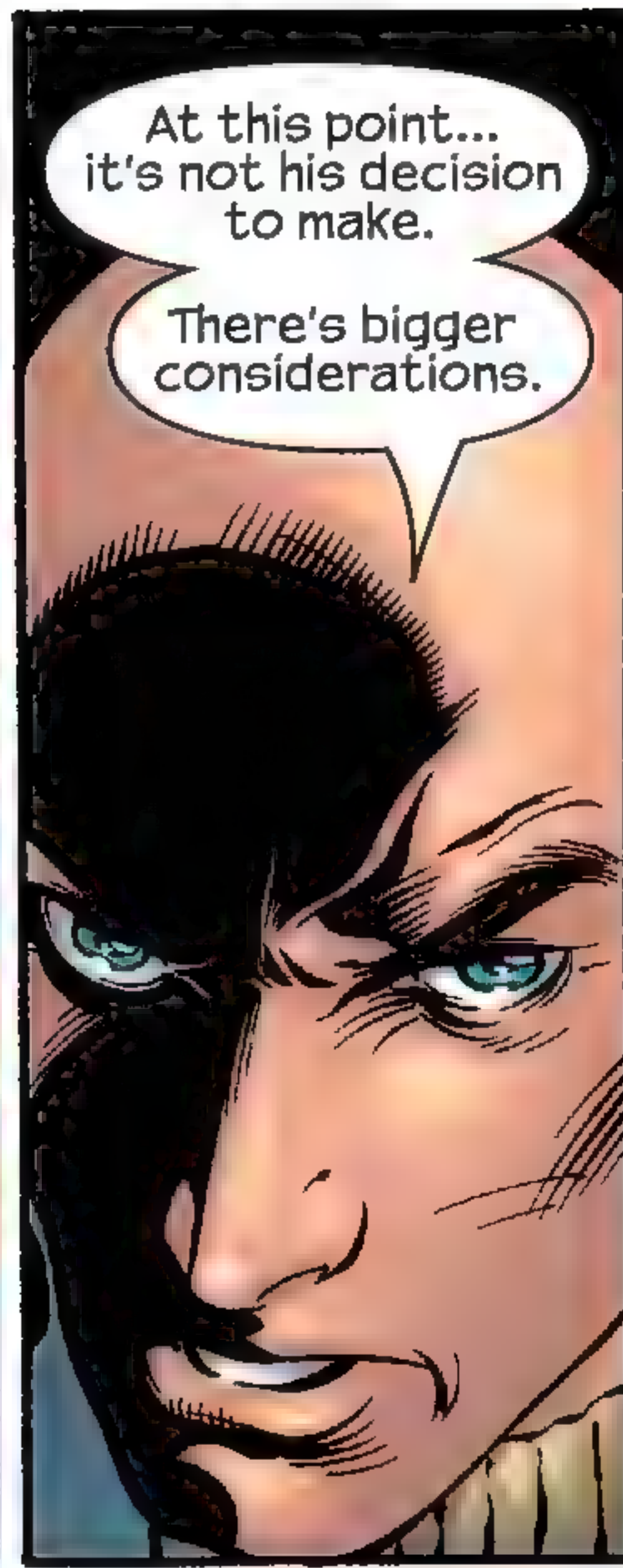
What?

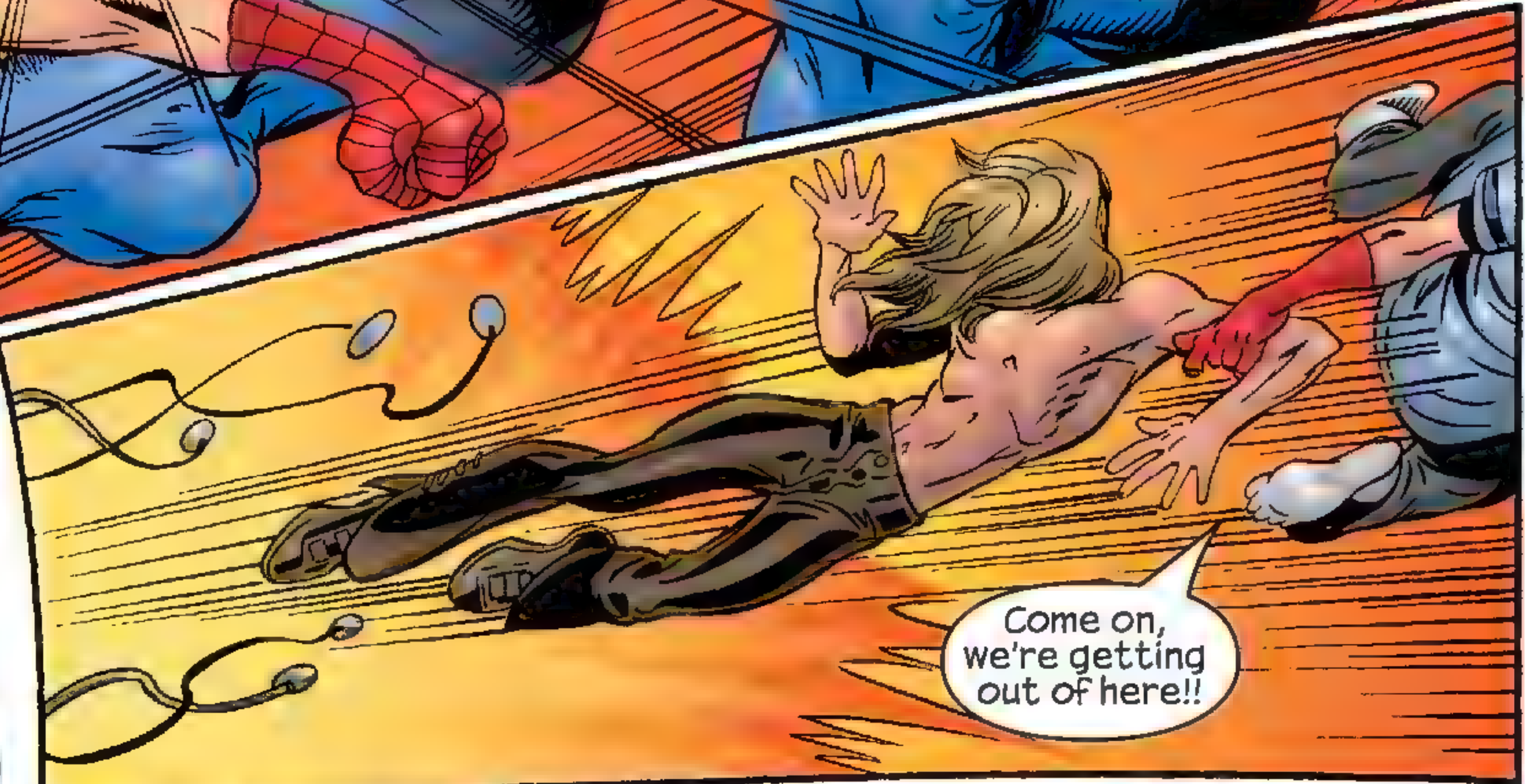
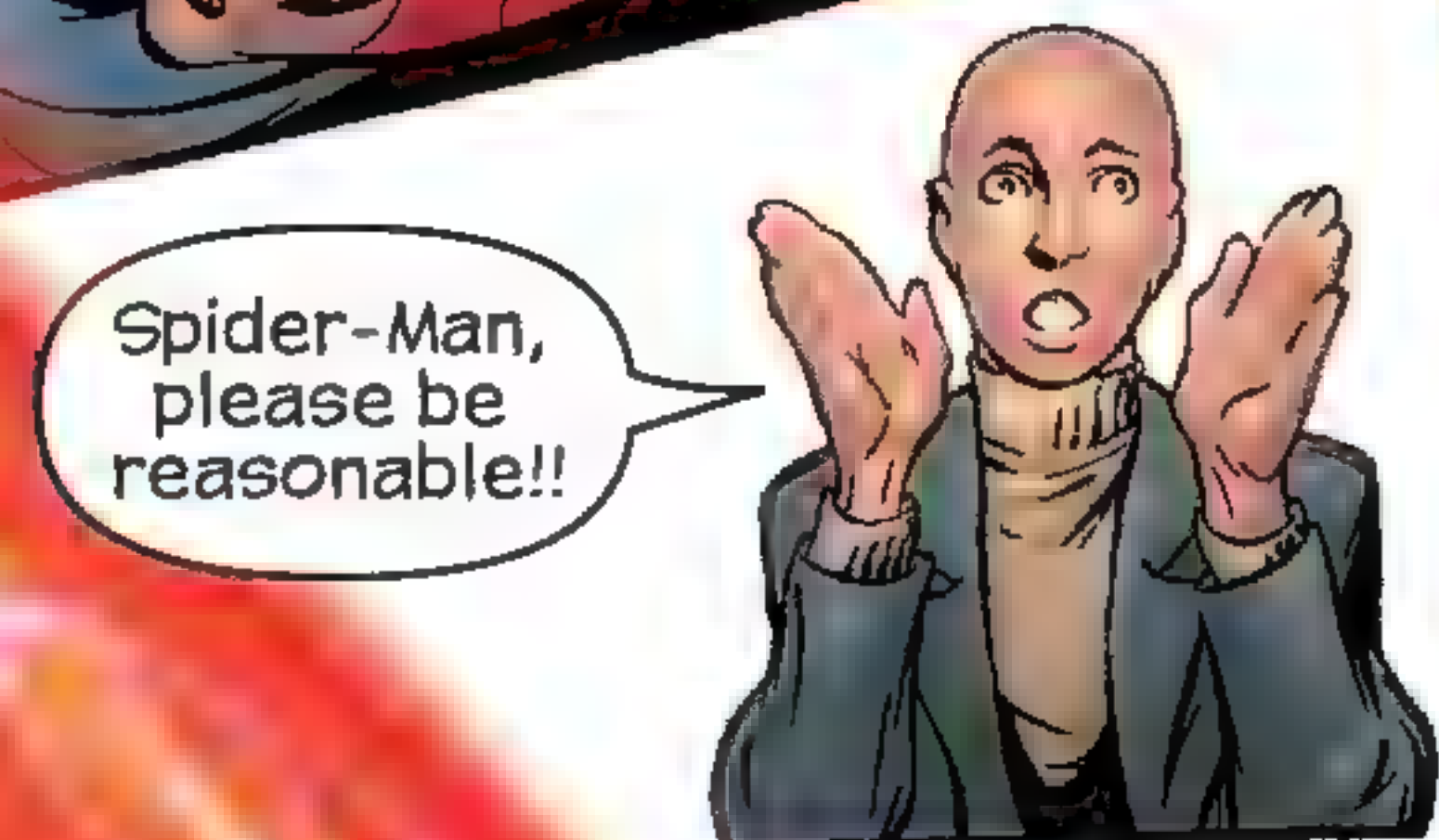
He.

He is the smoking... whatever.

You're talking about a person.

You see?









Peter, you've read my work.

You know what my X-Men stand for...

I promise that this young man will be treated with respect and that good, *true* good, will come from this.

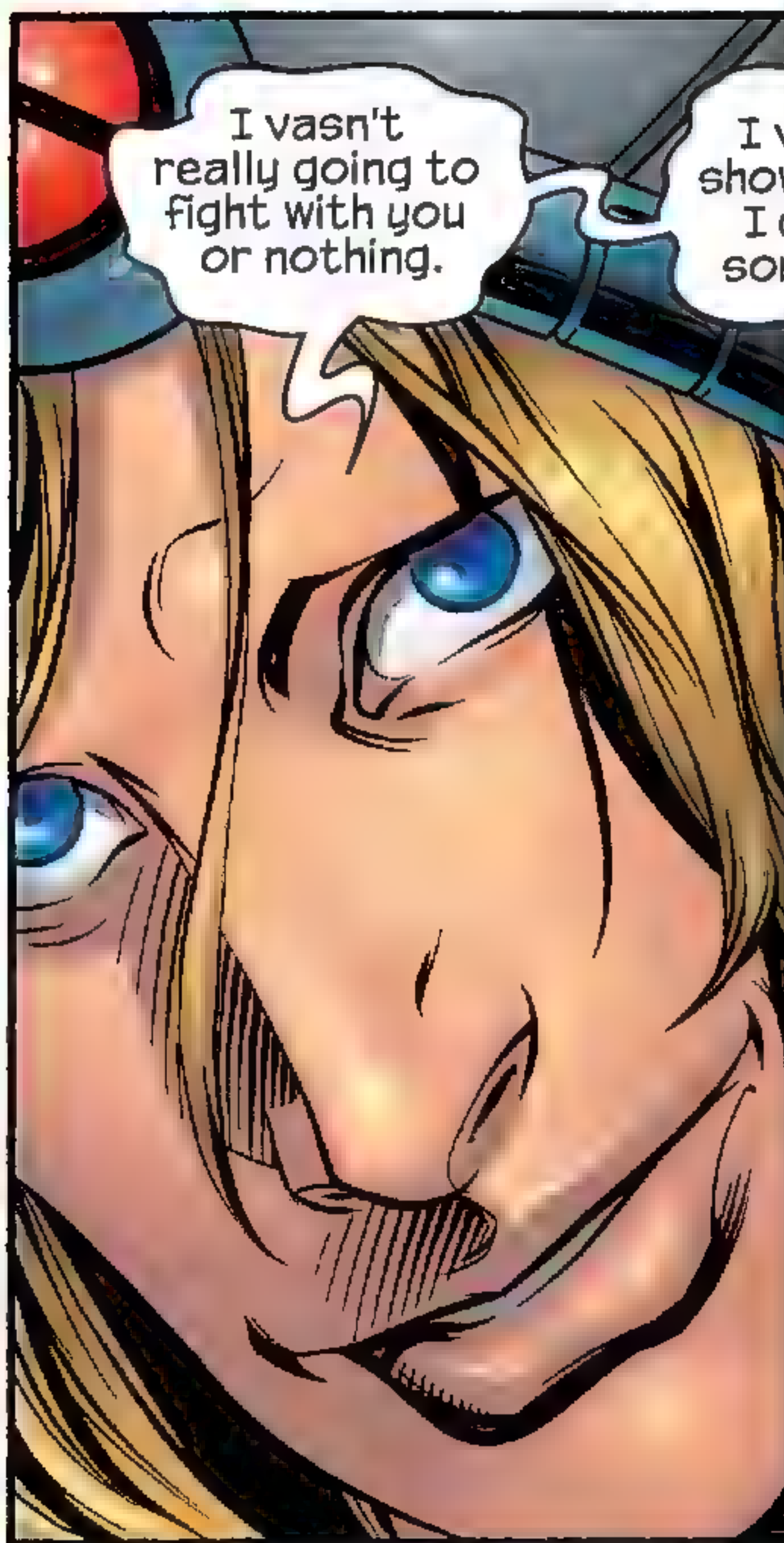


And as far as Geldoff's rather ignorant point of view on the mutant experience...

He and I, we'll have a talk.

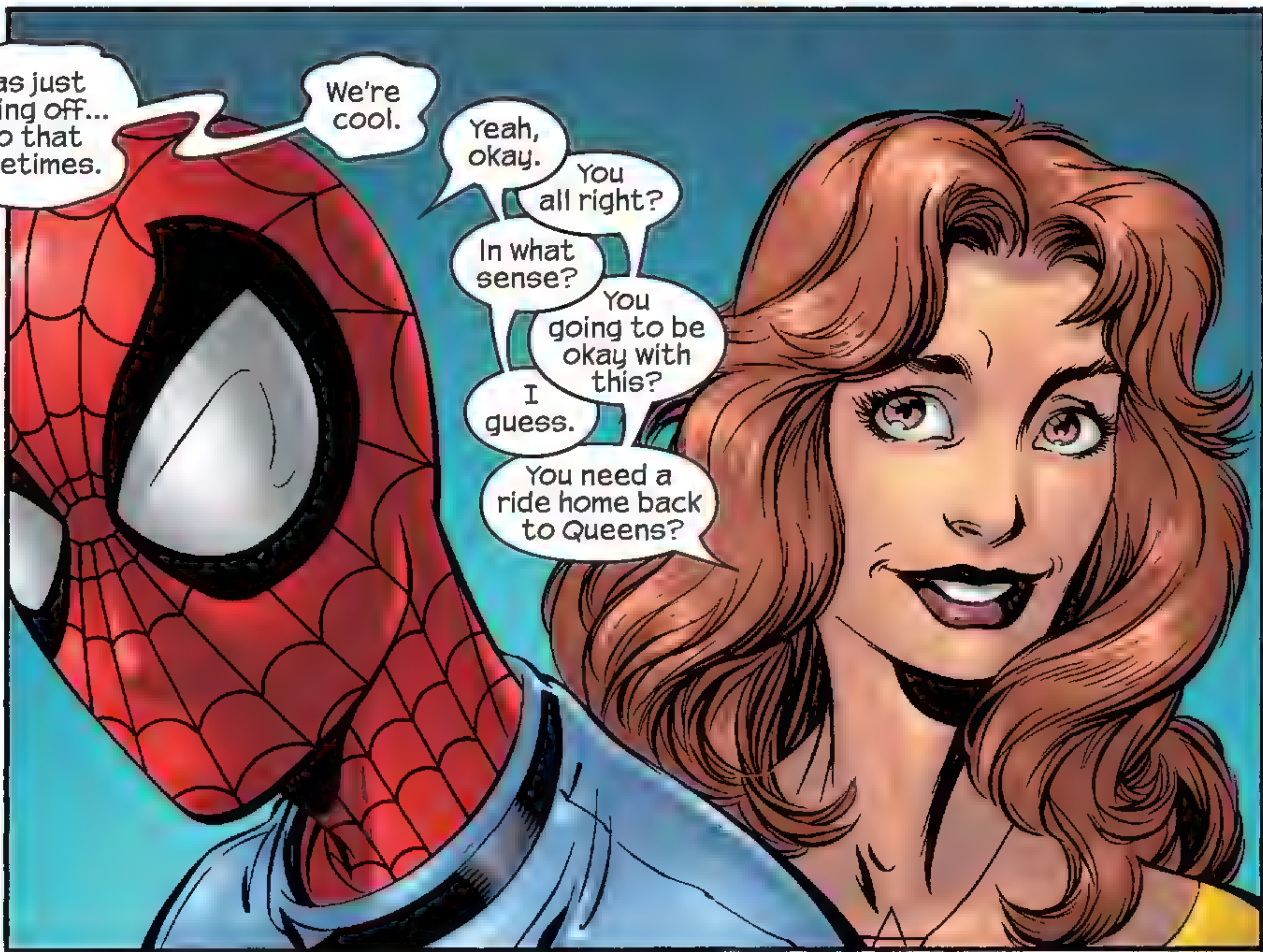


Dude...



I wasn't really going to fight with you or nothing.

I was just showing off... I do that sometimes.



We're cool.

Yeah, okay.

You all right?

In what sense?

You going to be okay with this?

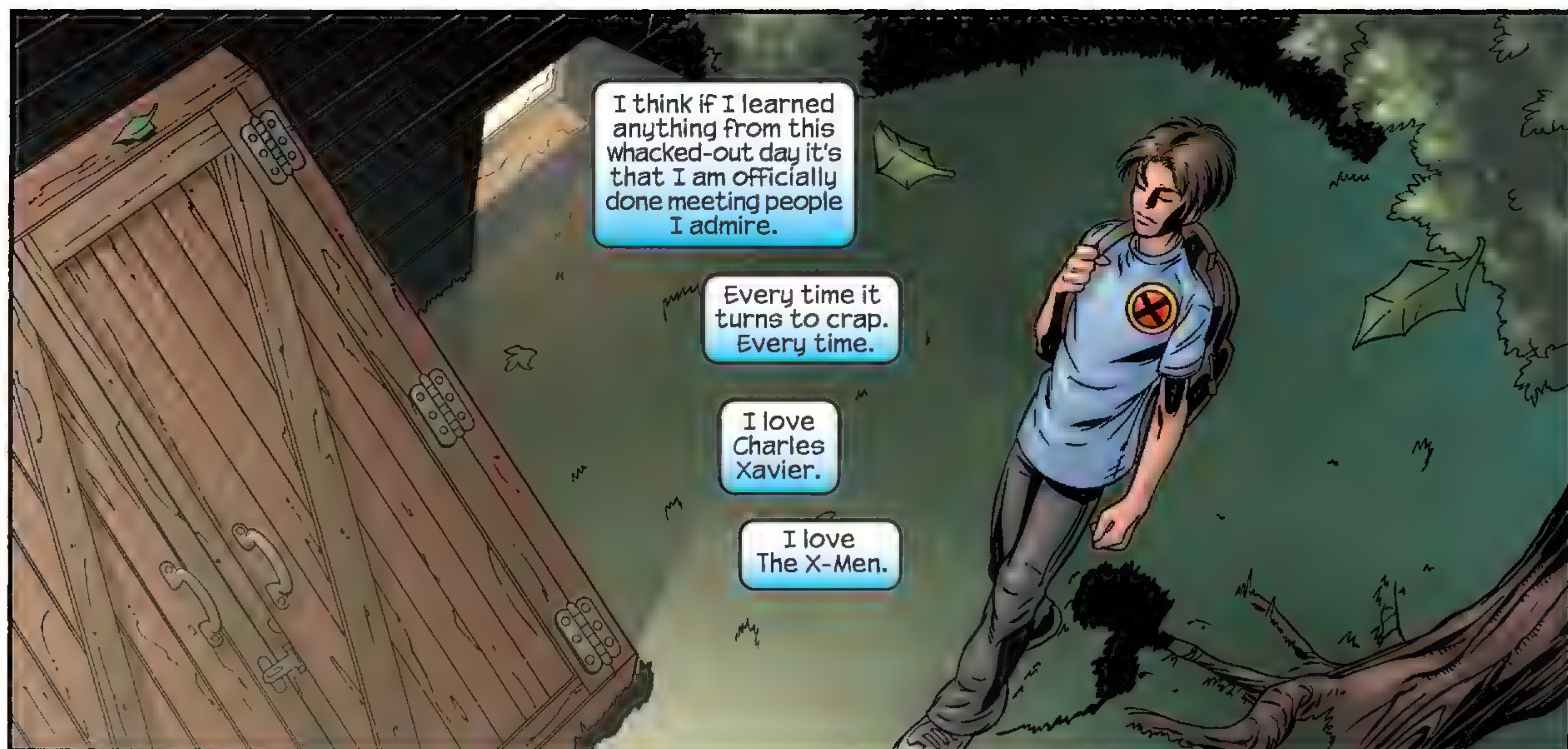
I guess.

You need a ride home back to Queens?



Oh, my God!!

What time is it??



I think if I learned anything from this whacked-out day it's that I am officially done meeting people I admire.

Every time it turns to crap. Every time.

I love Charles Xavier.

I love The X-Men.



And I am totally into their cause and everything, but...

Now I am so frustrated with this whole thing I want to smack him.

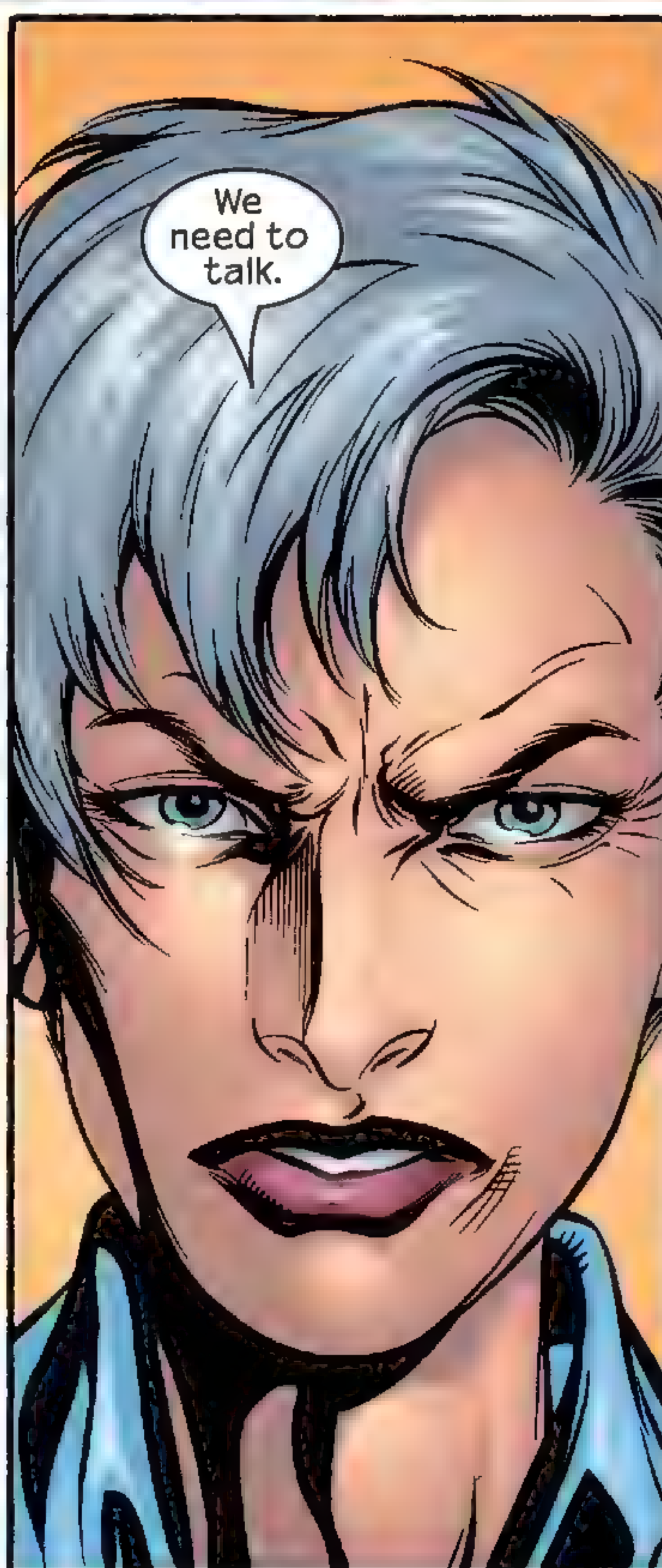
(Oh, I hope he's not still reading my mind.)

Uh, h-hello?

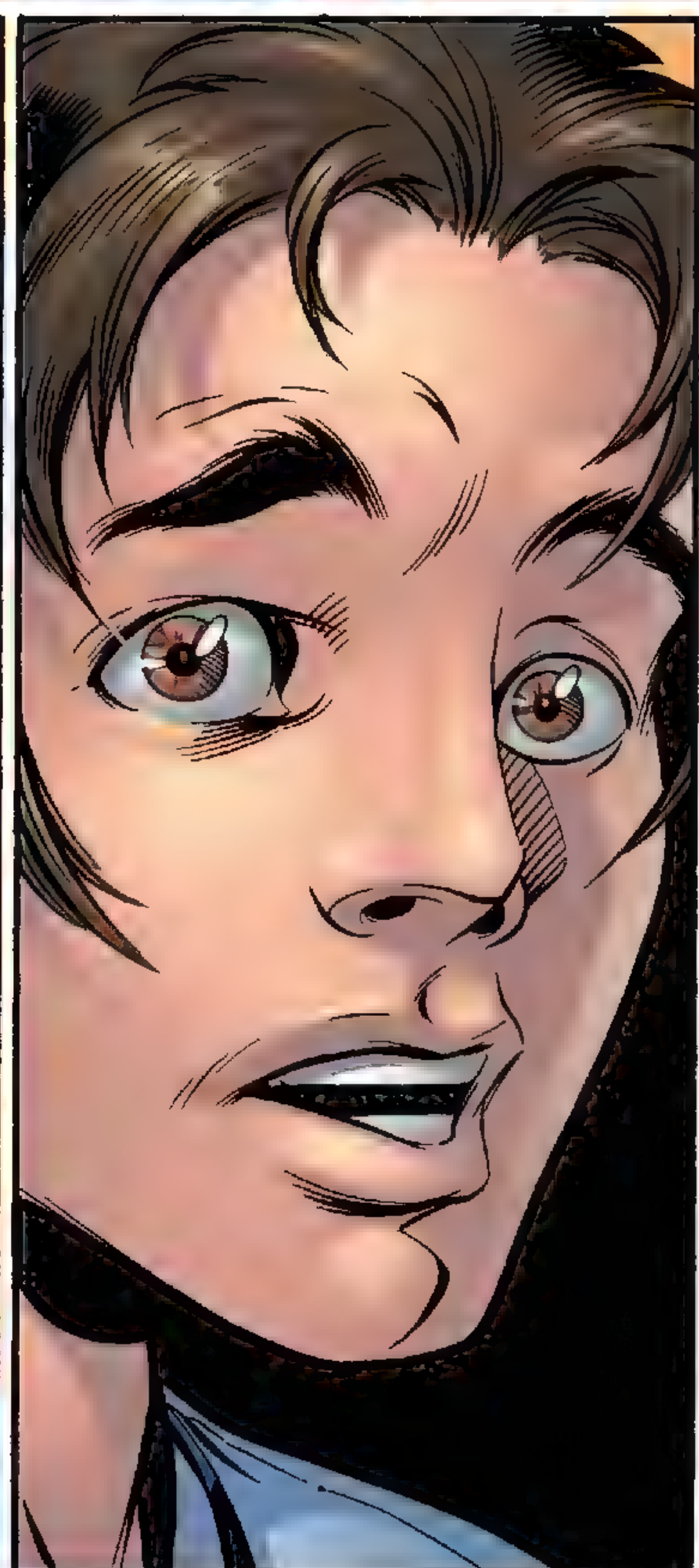


Professor X? Are you still listening to--

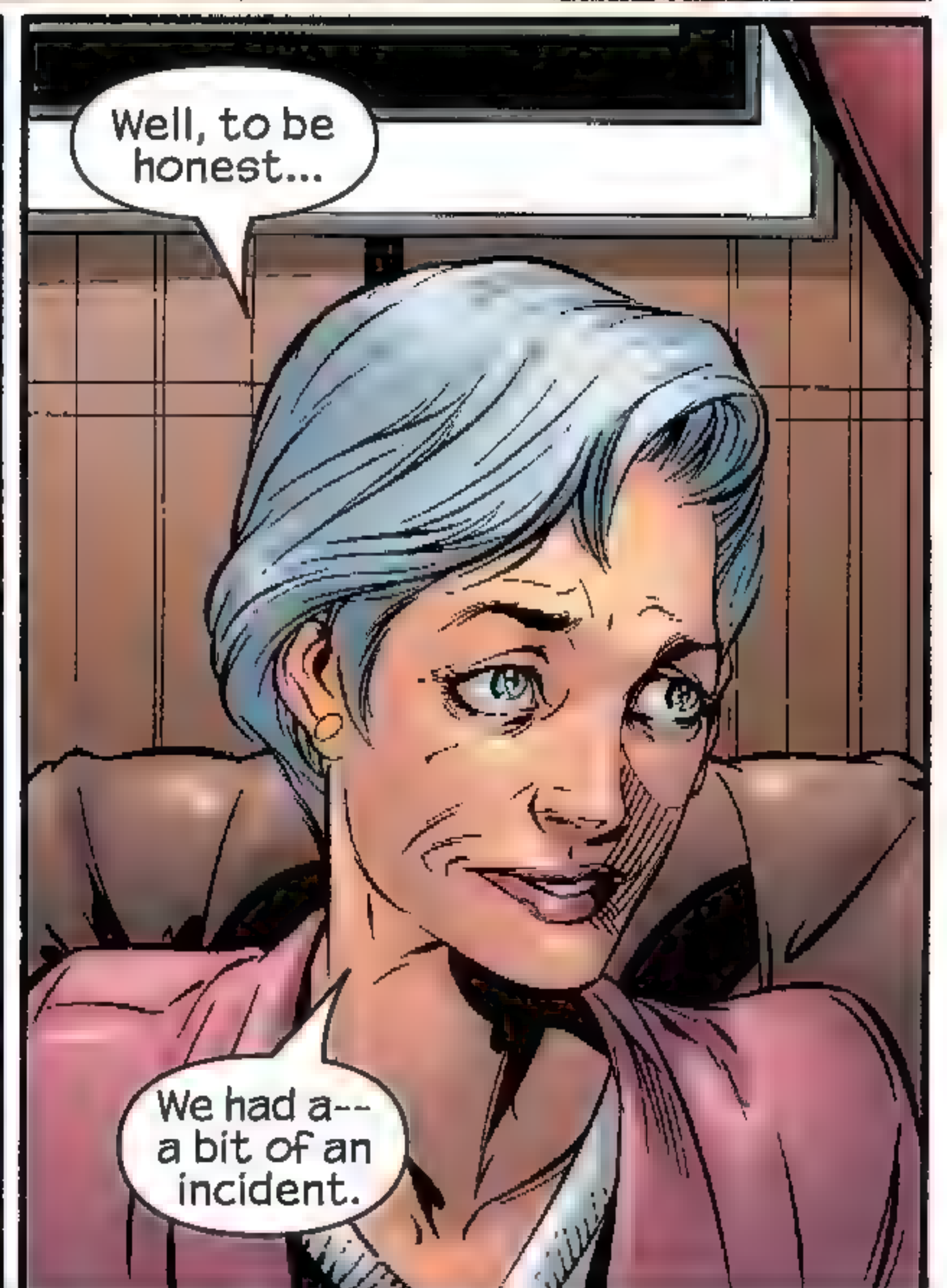
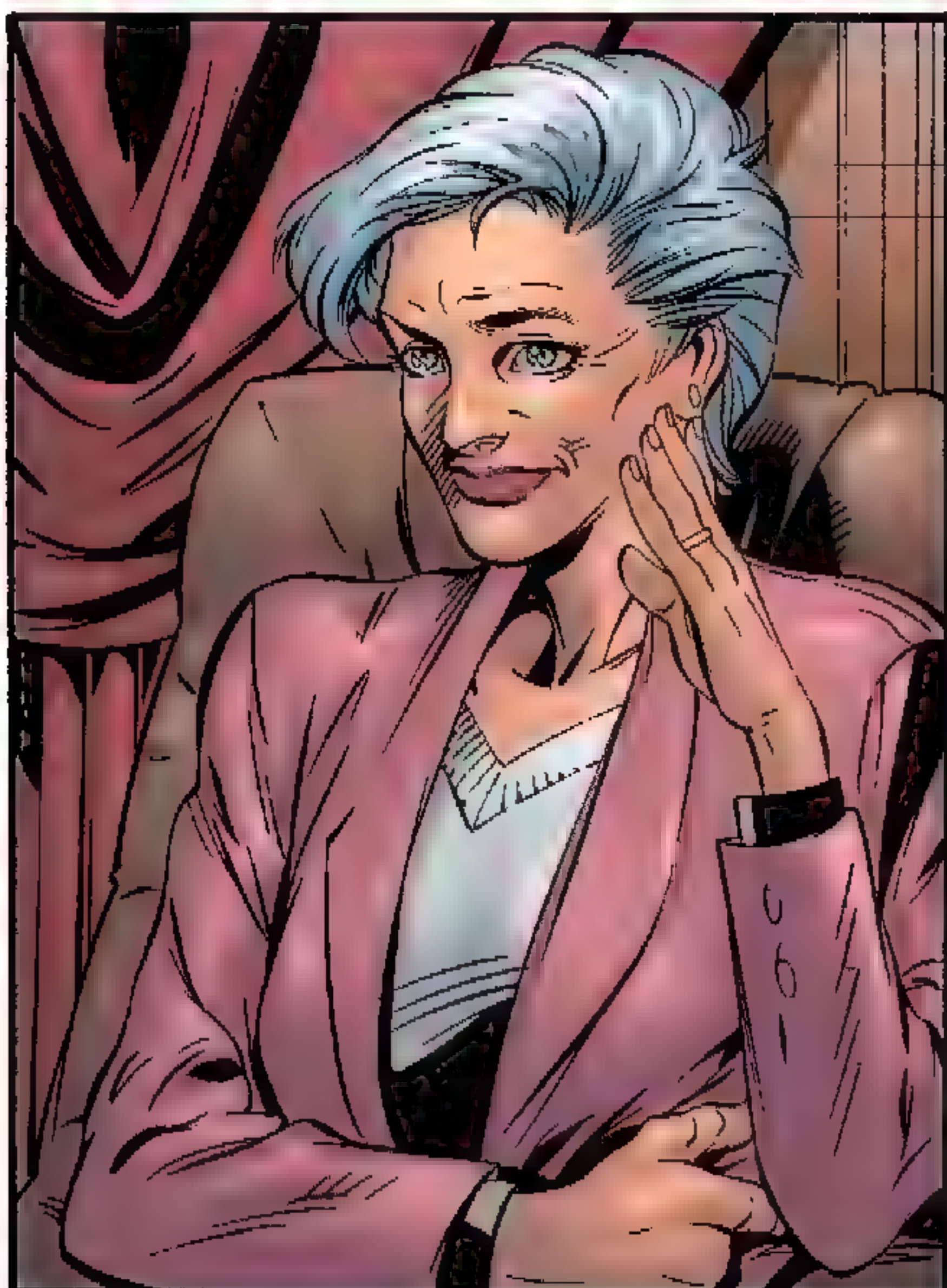
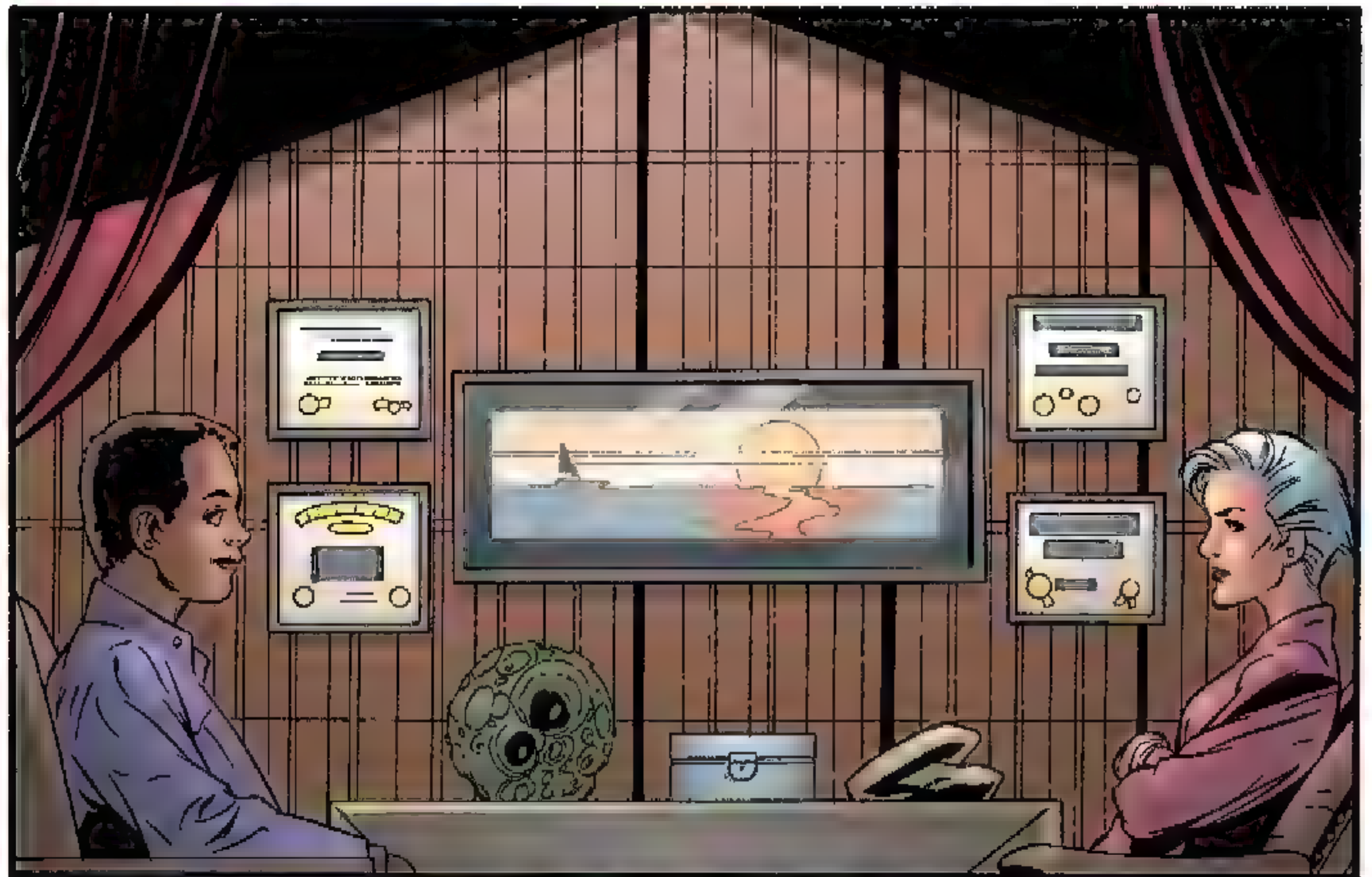
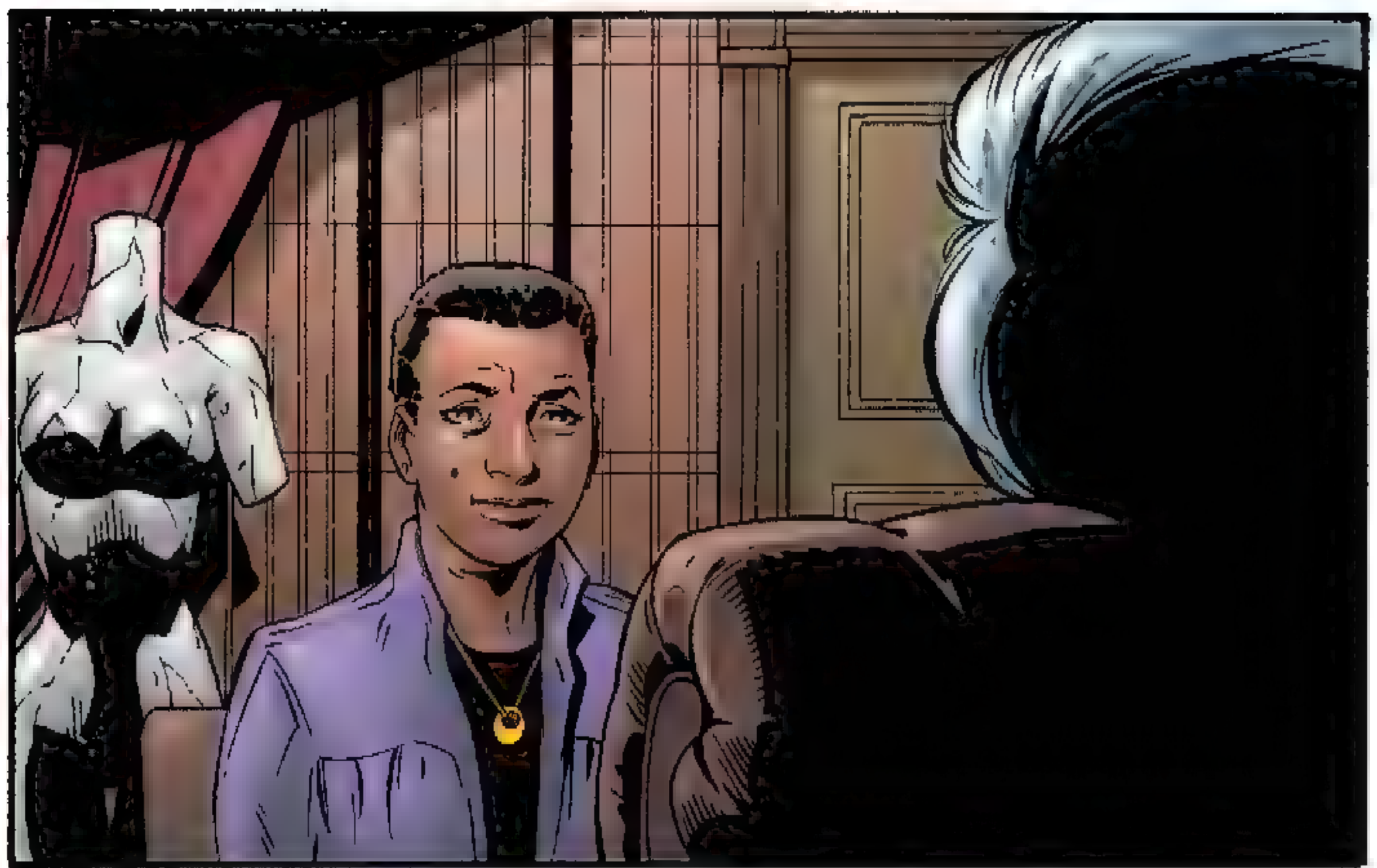
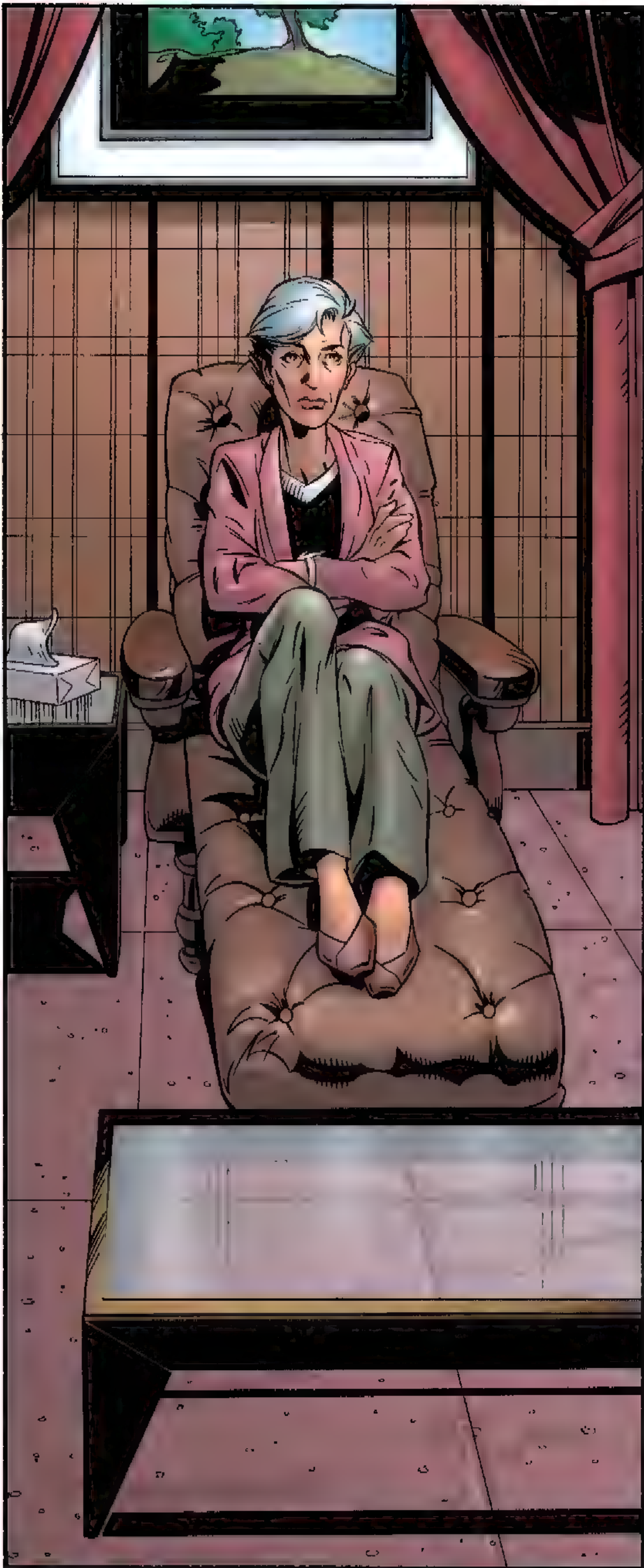
Uh-oh.



We need to talk.









"I get a call.

"Peter's school is being evacuated. Can you believe it? **Evacuated.**

"There was some kind of *incident* at a neighboring school, so they called off class-- just in case.



"So, like a lunatic, I run out of work without even telling my boss where I was going, I drive like a *maniac* to pick Peter up...

"...only to find that he *isn't* in school.

"He wasn't at work. He wasn't at home.

"He's nowhere to be found.



"Then-- then I get a call from one of his teachers-- seems he wasn't in class even *before* the evacuation.

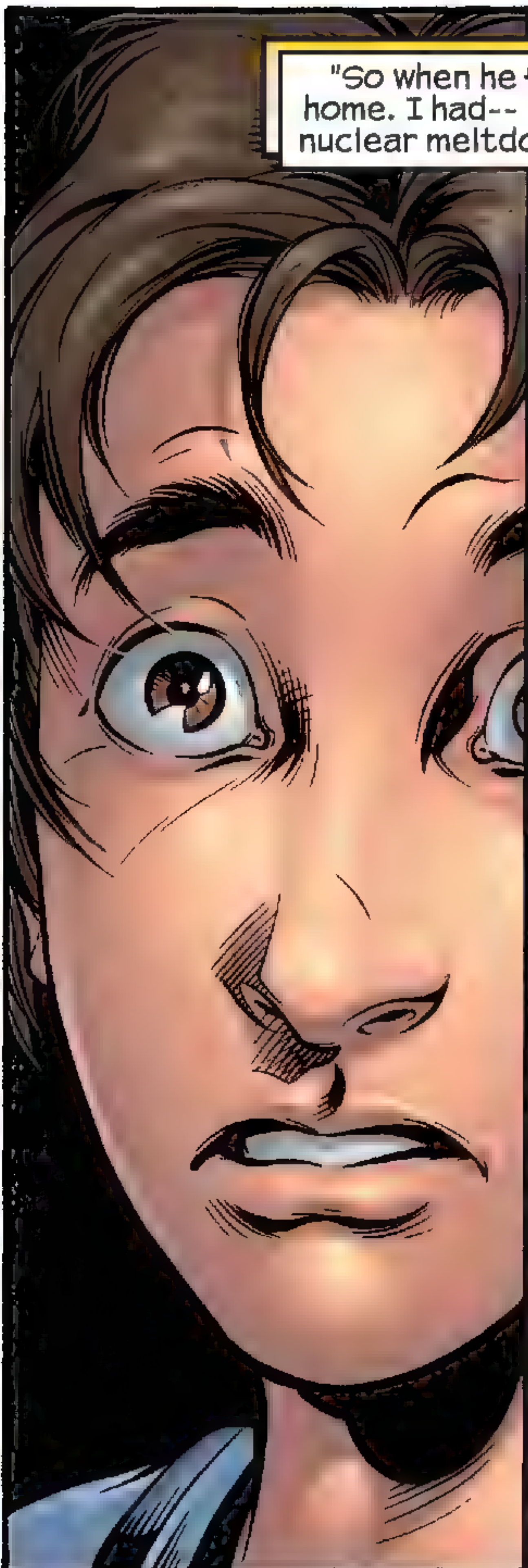
"He skipped class. Uh-huh. Yeah.

"Skipped class and now was nowhere to be found.

"I was out of my mind.

"*Out of my mind.*"

We need to talk.



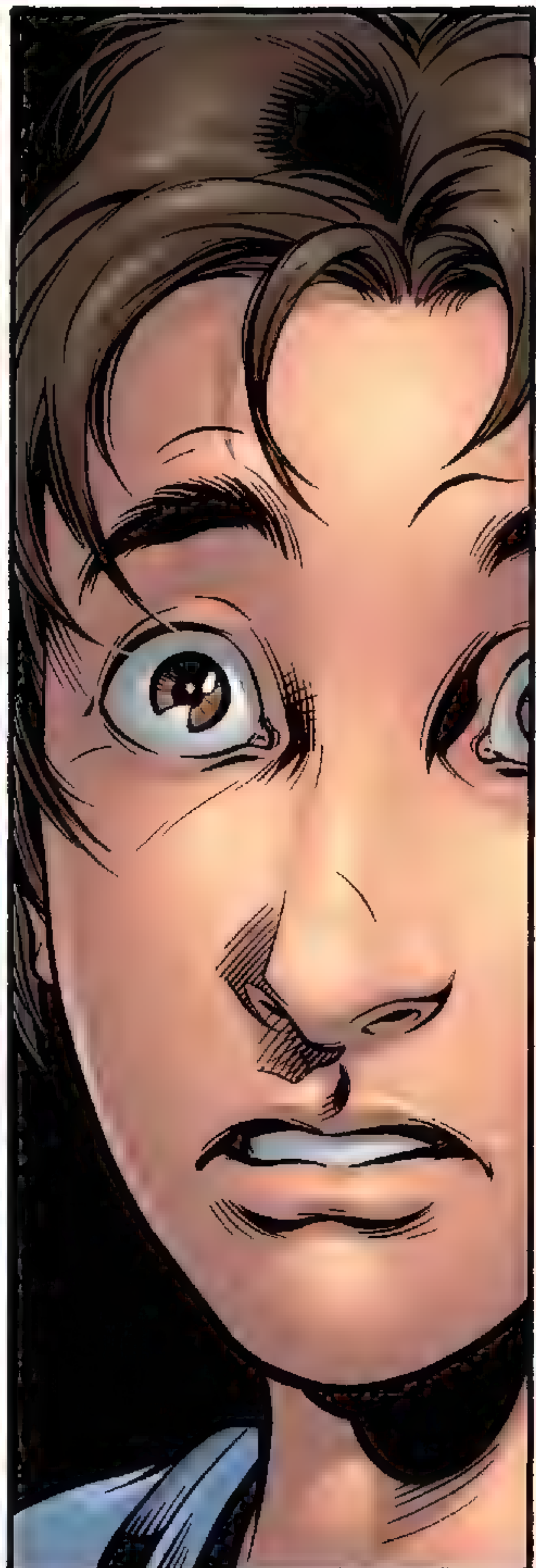
"So when he finally did come home. I had-- I had a complete nuclear meltdown is what I had."

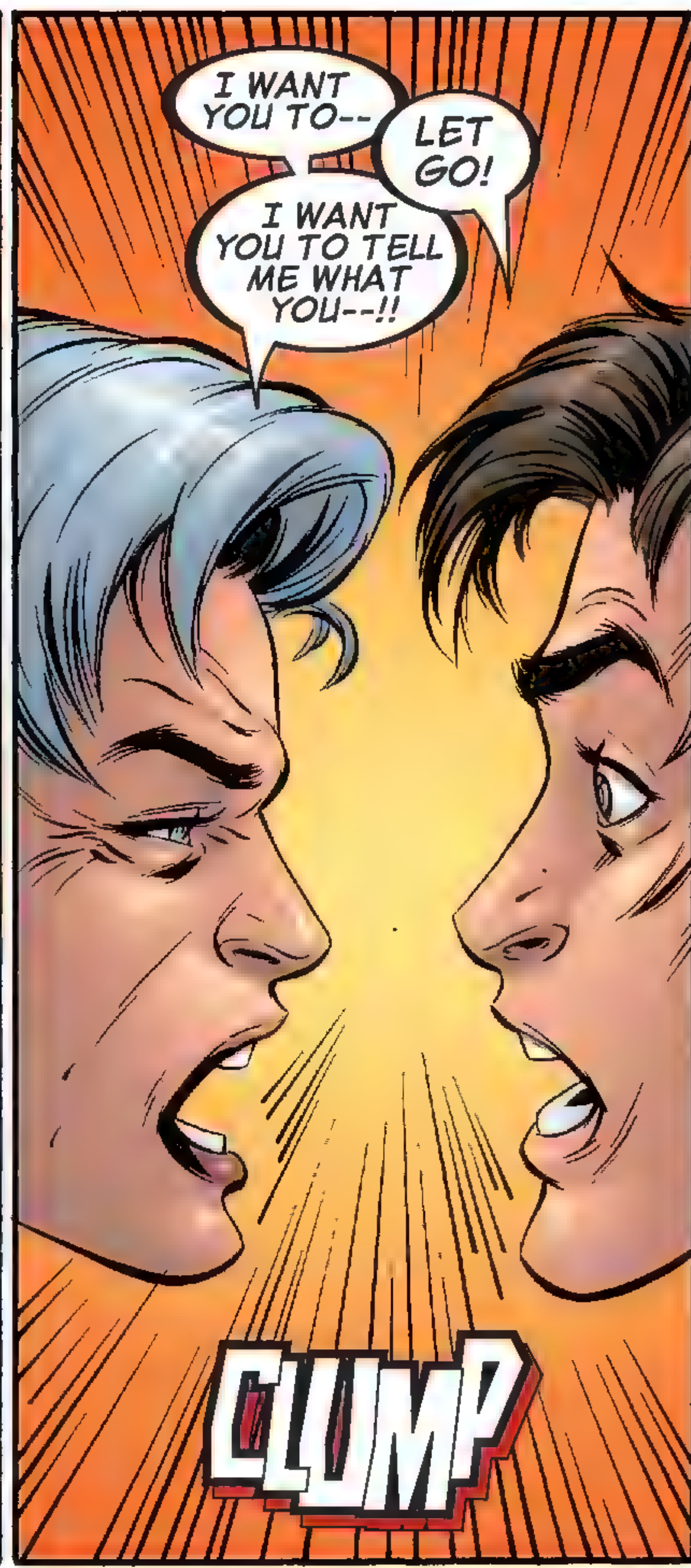


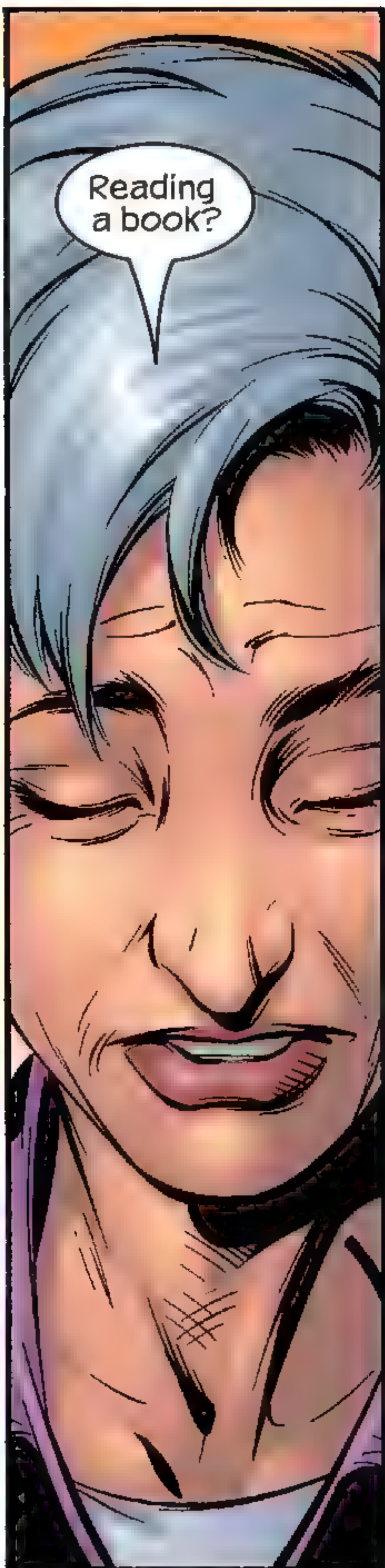
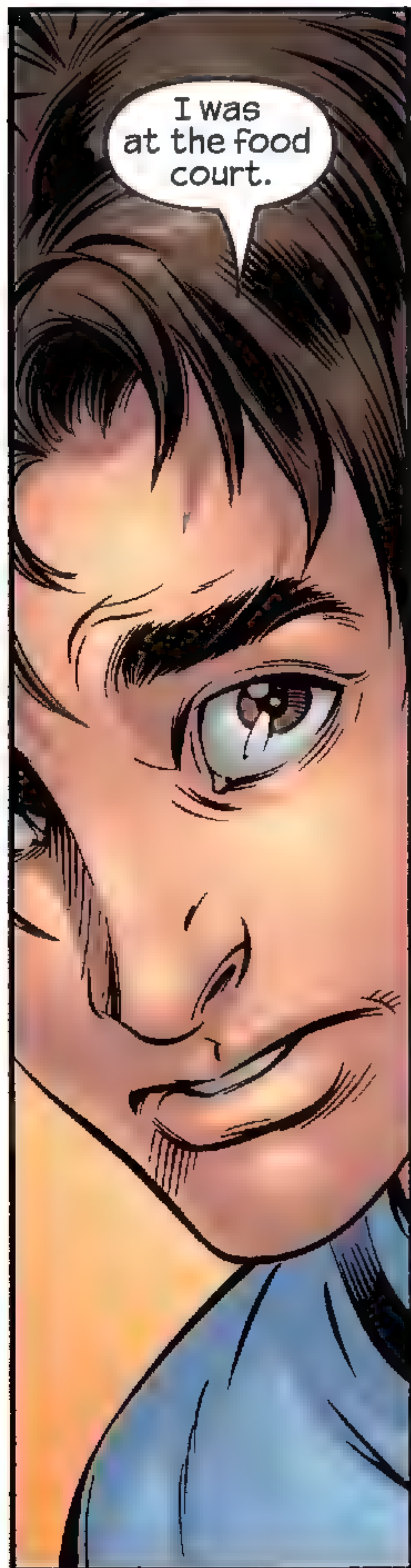
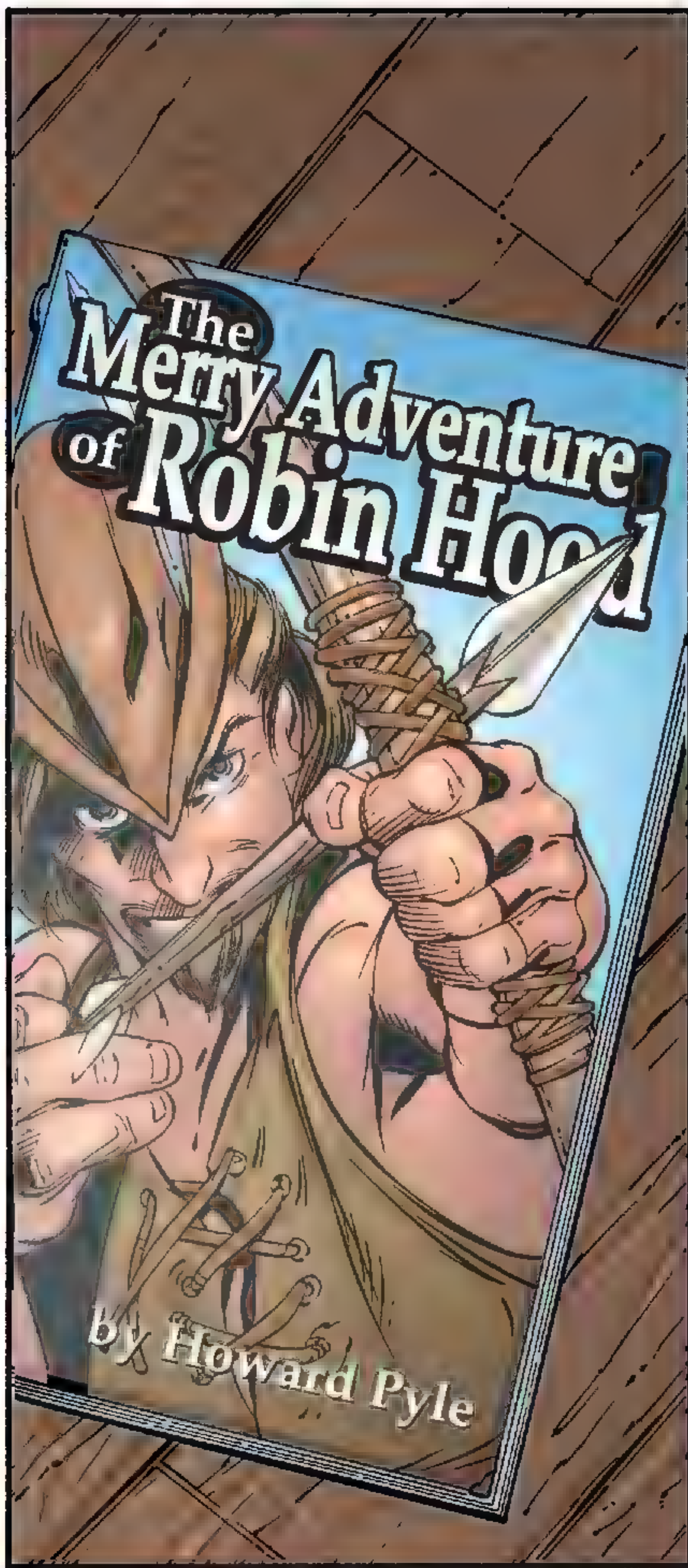
Where were you?!!

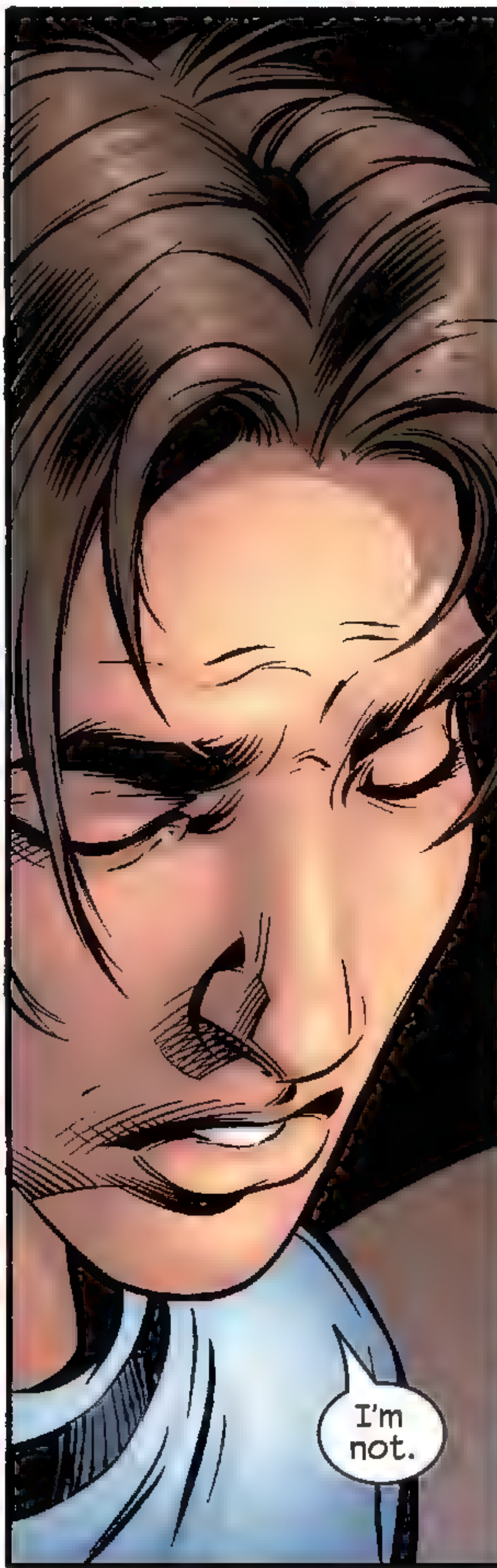
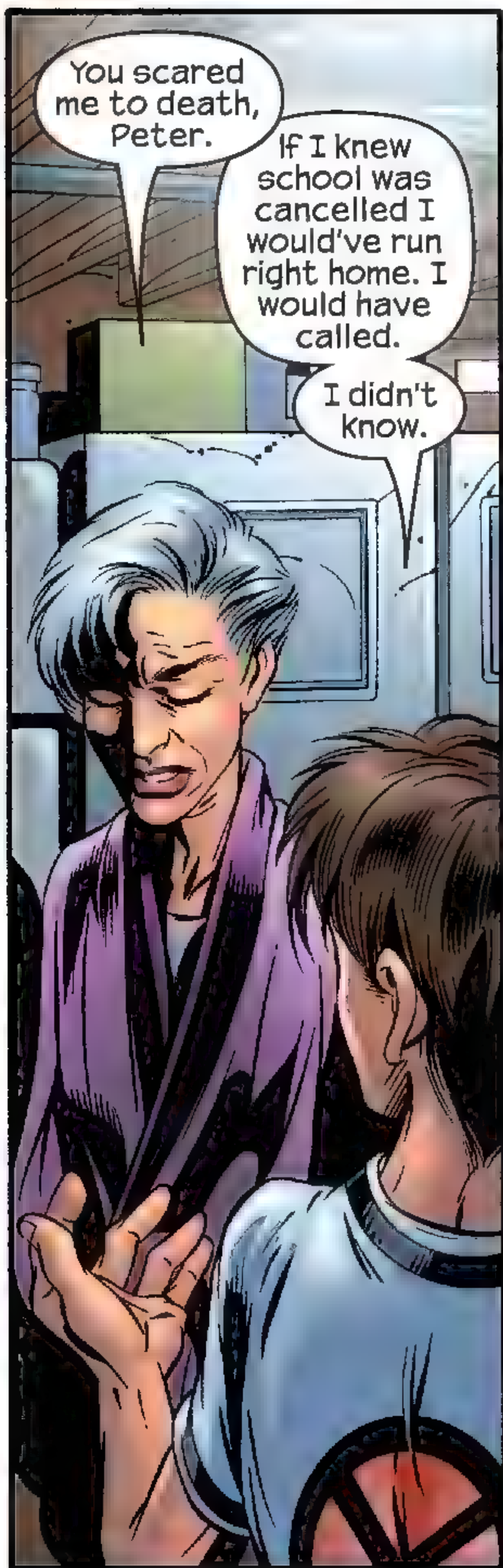
I was--

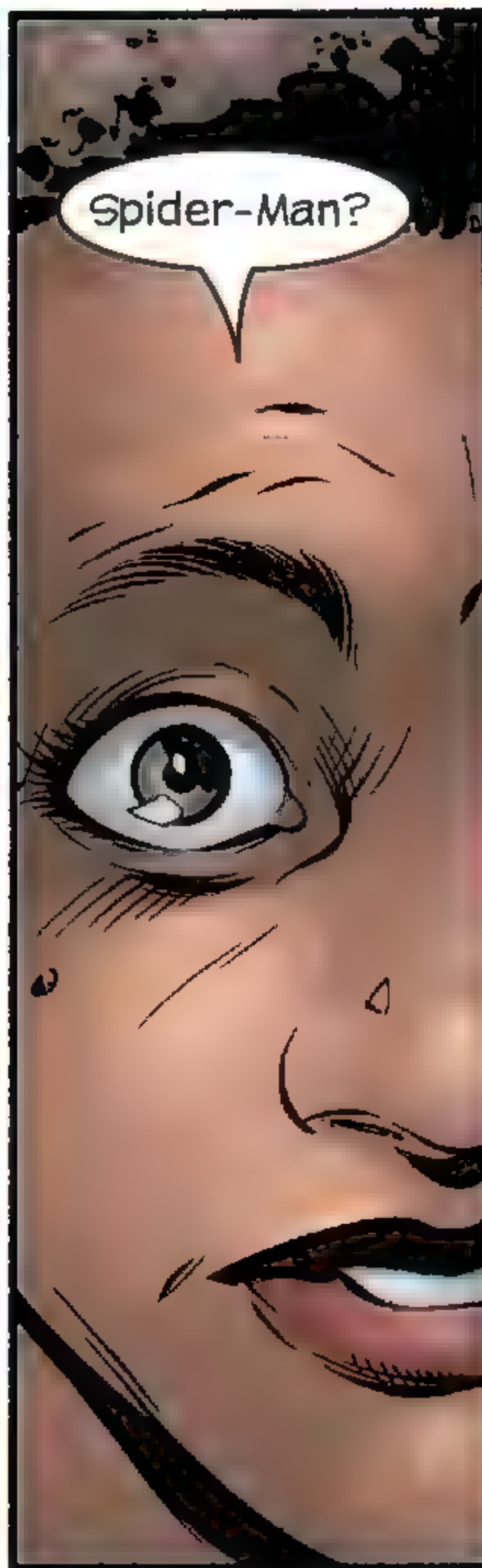
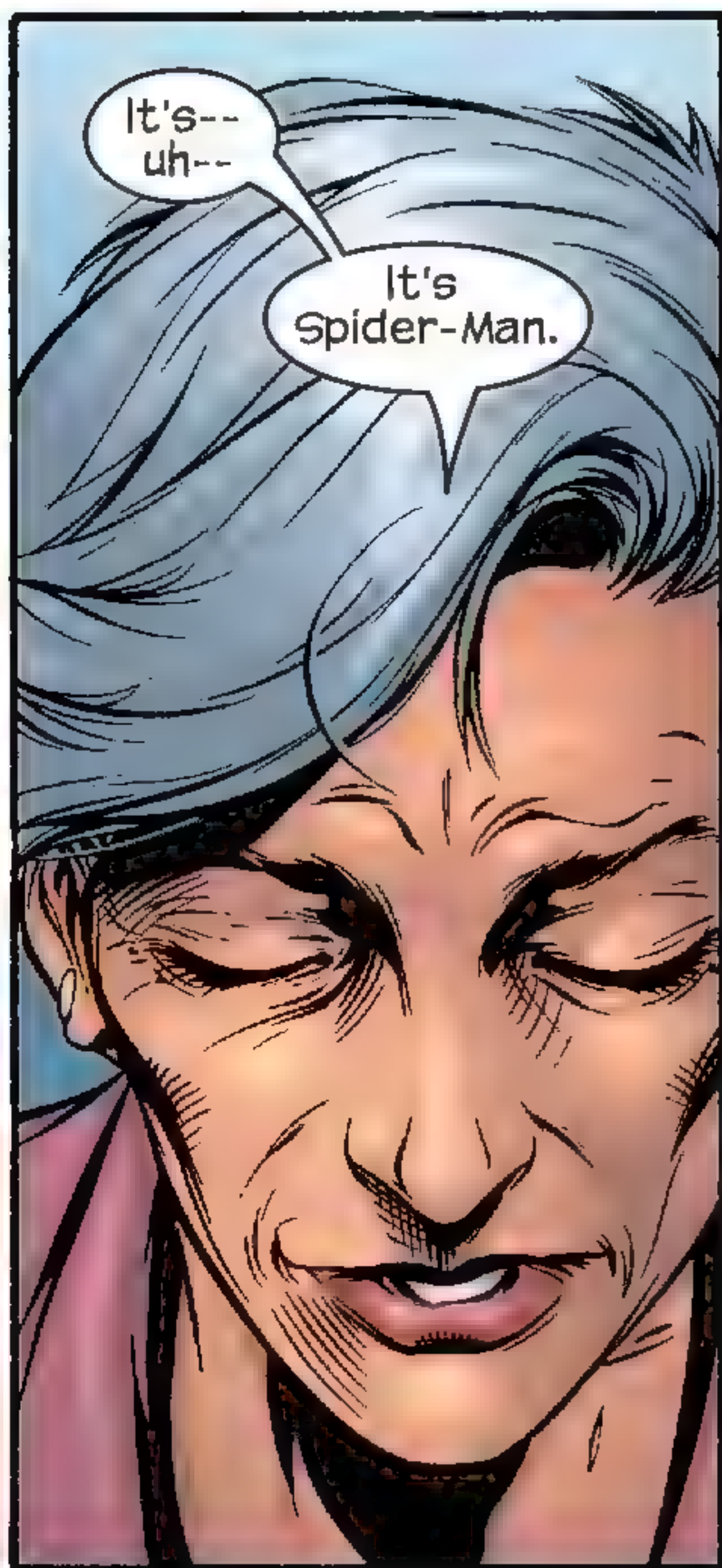
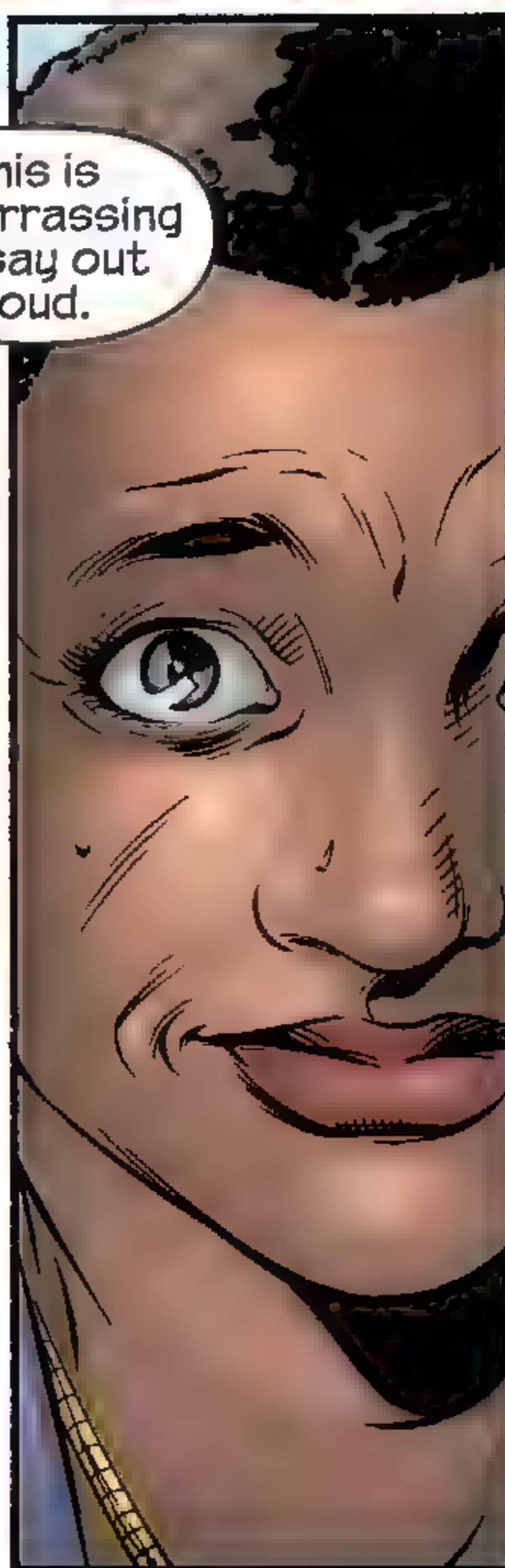
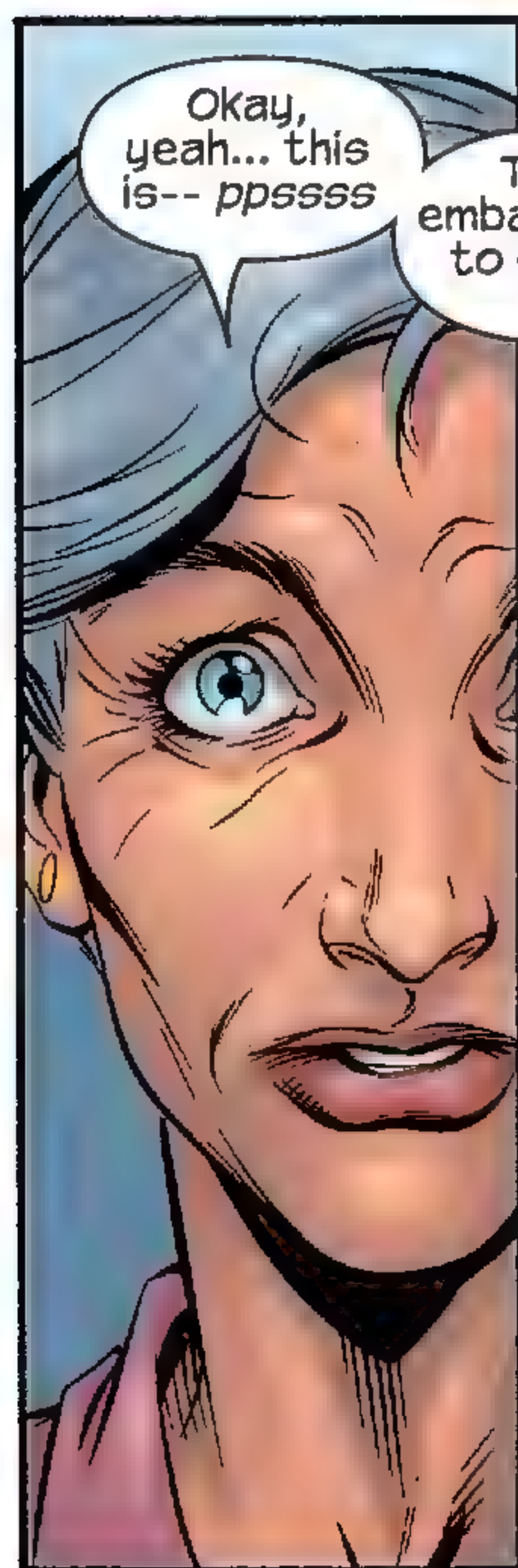
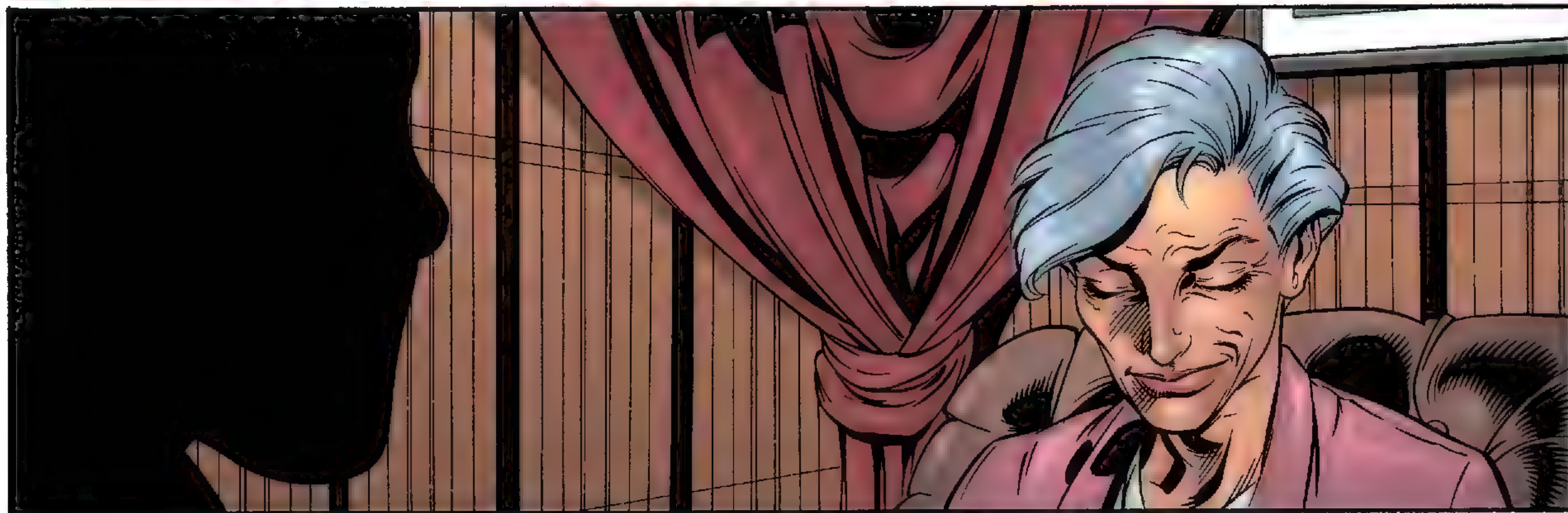
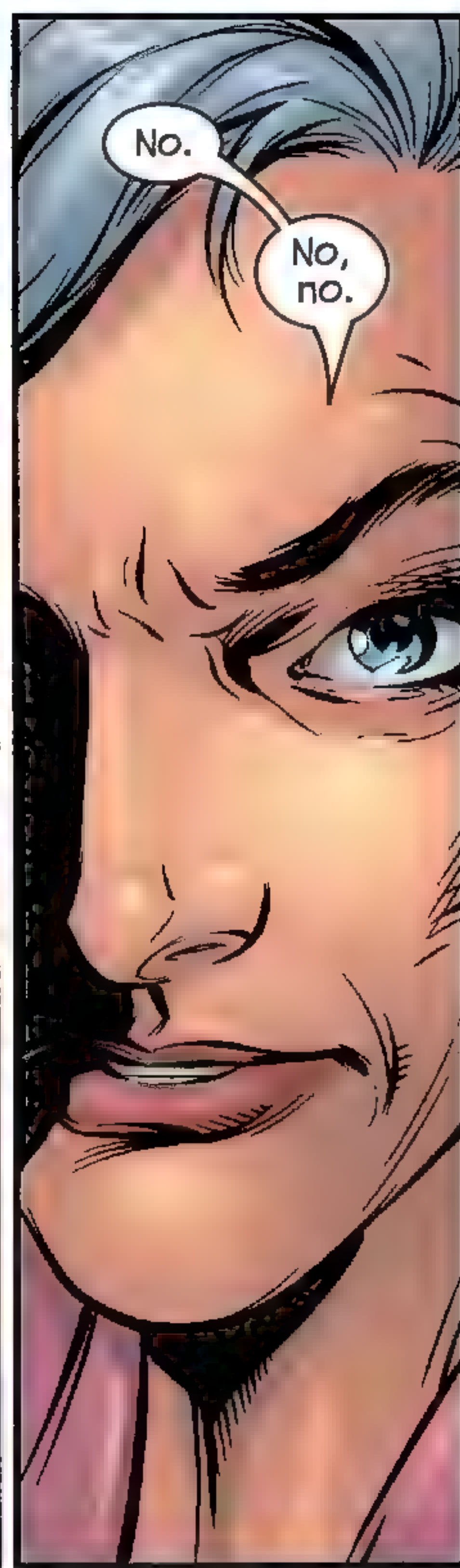
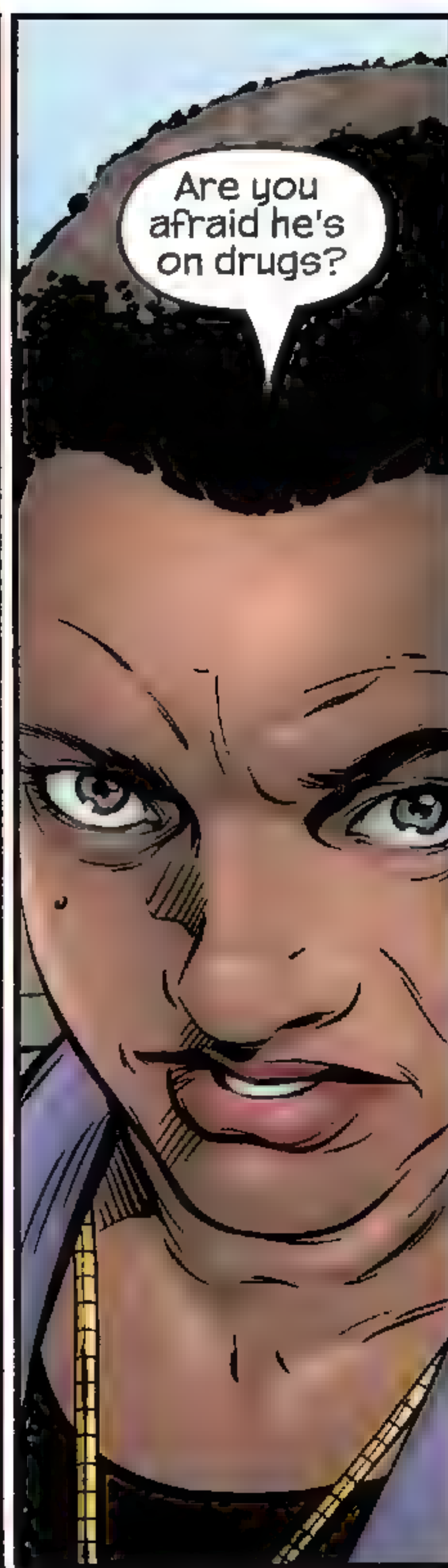
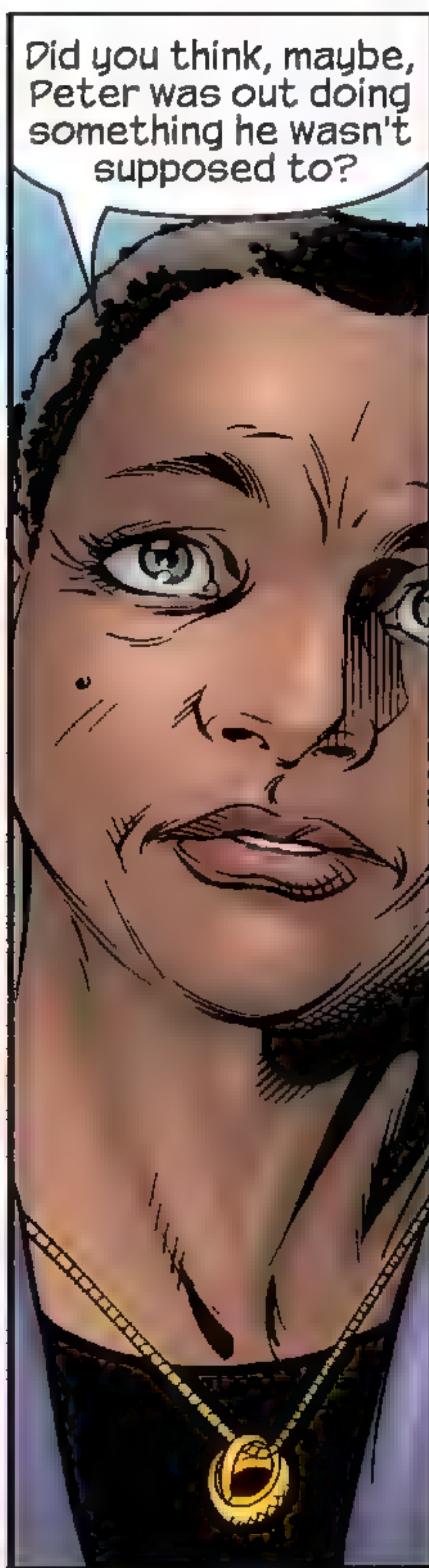
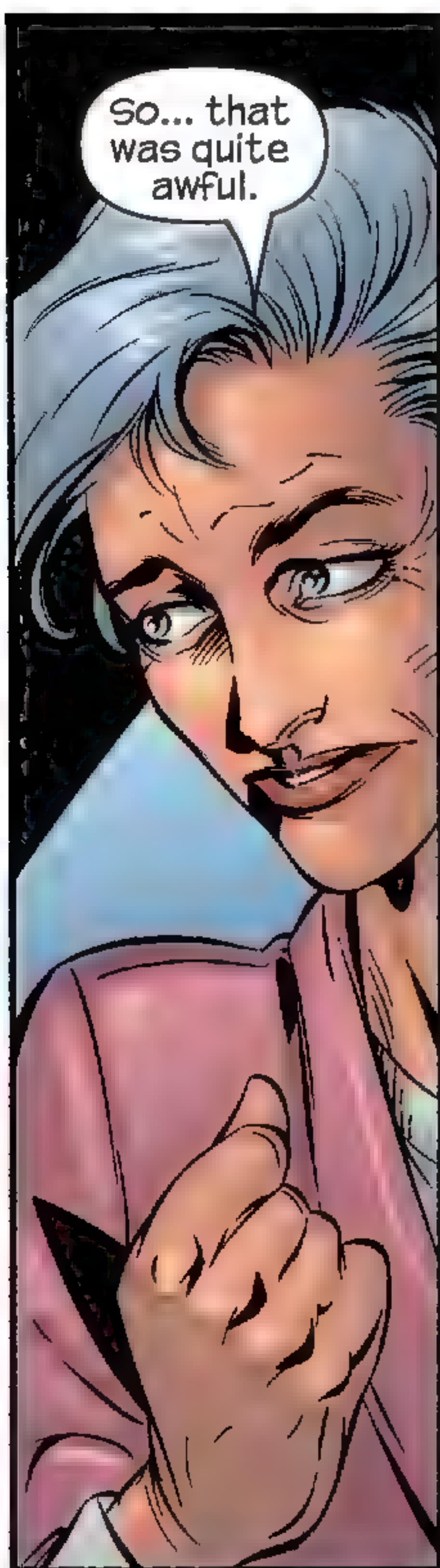
Don't give me your FIBS!! Tell me where you WERE!!!



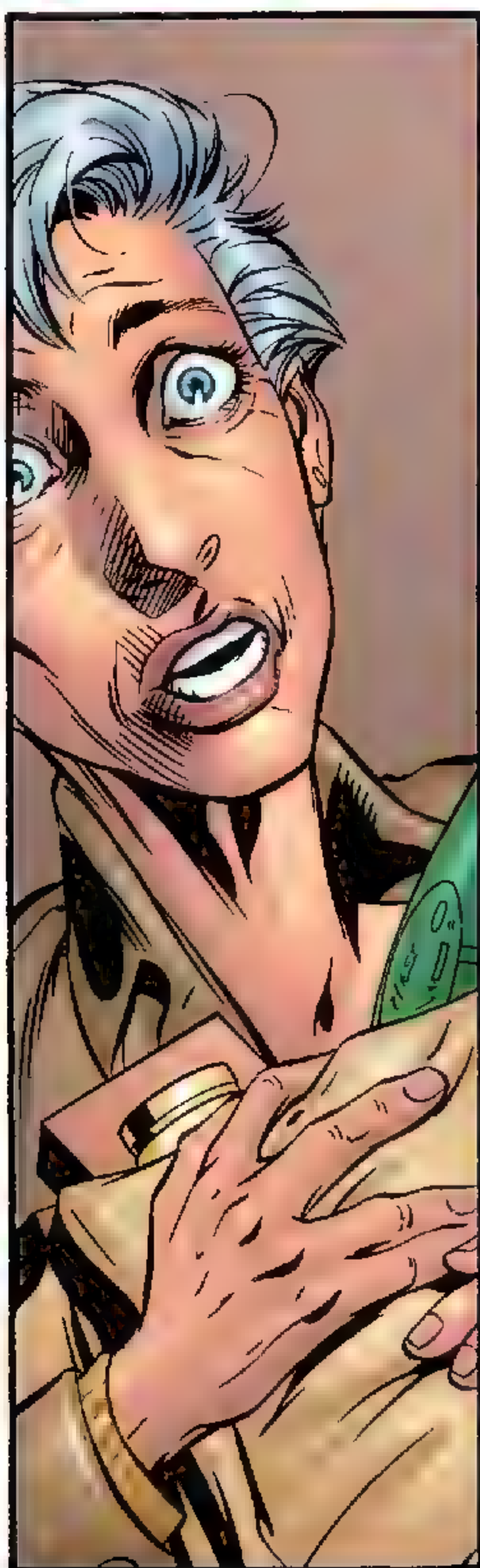


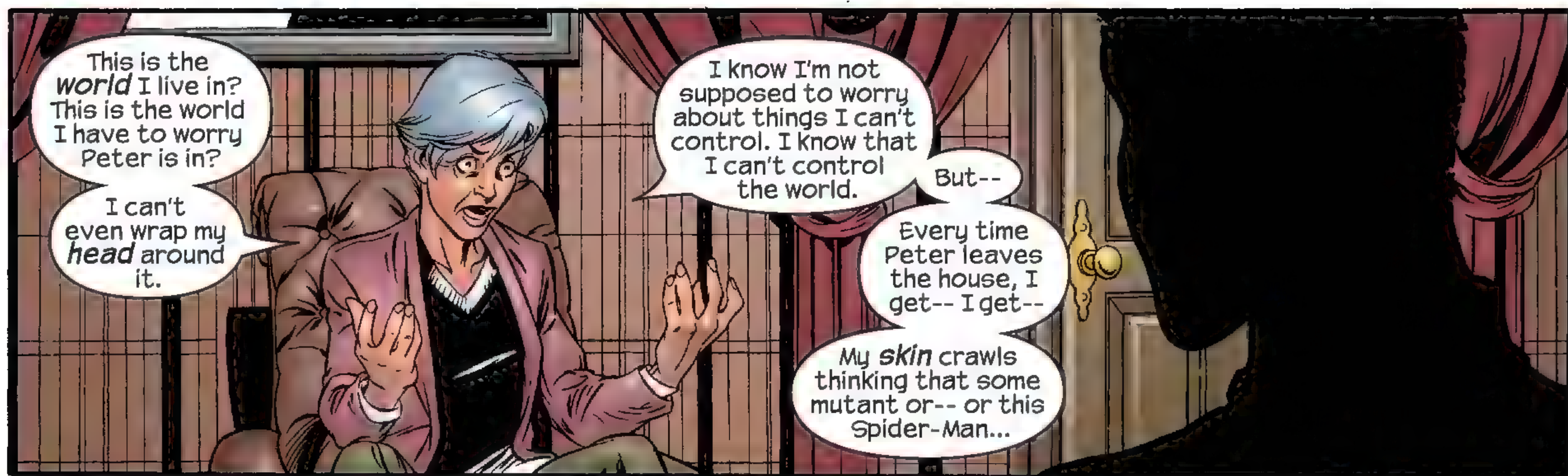












This is the **world** I live in? This is the world I have to worry Peter is in?

I can't even wrap my **head** around it.

I know I'm not supposed to worry about things I can't control. I know that I can't control the world.

But--

Every time Peter leaves the house, I get-- I get--

My **skin** crawls thinking that some mutant or-- or this Spider-Man...



And it's not the violence or-- or the bad people.

It's the chaos of it. It's just-- it's the **bedlam**.

Right? On top of war, terrorism, violence. All those things.

Now we have **people** that run around in their **pajamas** and do **whatever** they want.

Whatever they want-- **whenever** they want.



And this Spider-Man-- there's something about this **Spider-Man**.

There's all kinds of crazy out there-- but there's something **specific** about **him**.

What is it about Spider-Man that preoccupies you?

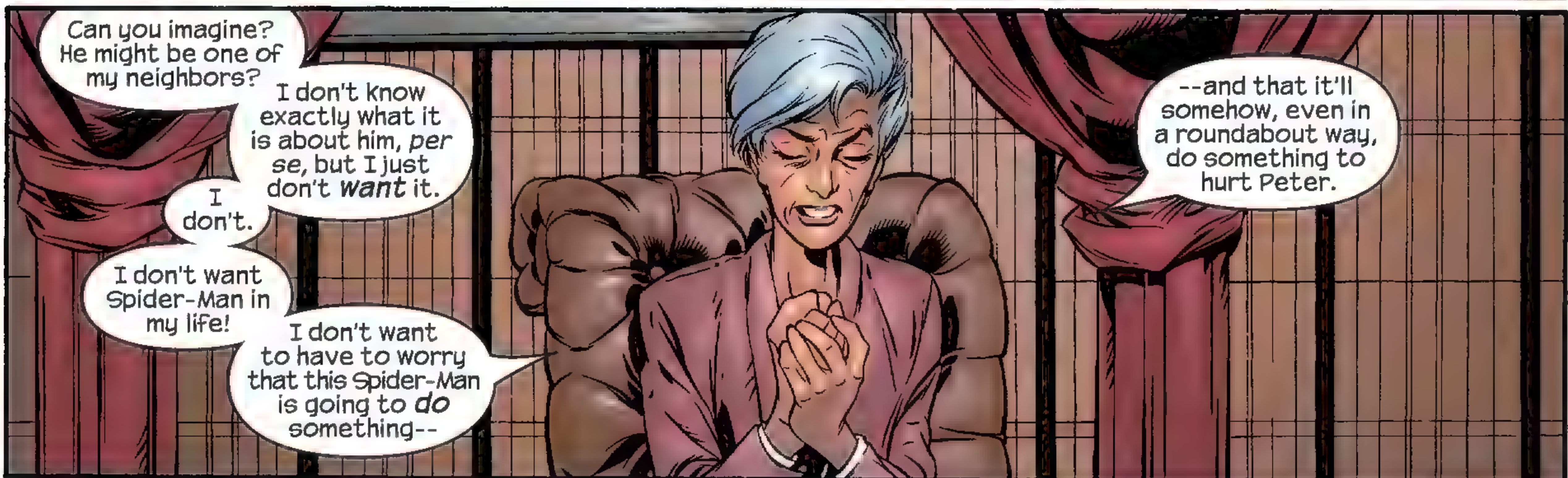
Preoccupies? Well, I hear his name every **day** now.

My neighbor thinks he lives in our neighborhood.

And everyone is always seeing him.

"He just swung by."

A sighting.



Can you imagine? He might be one of my neighbors?

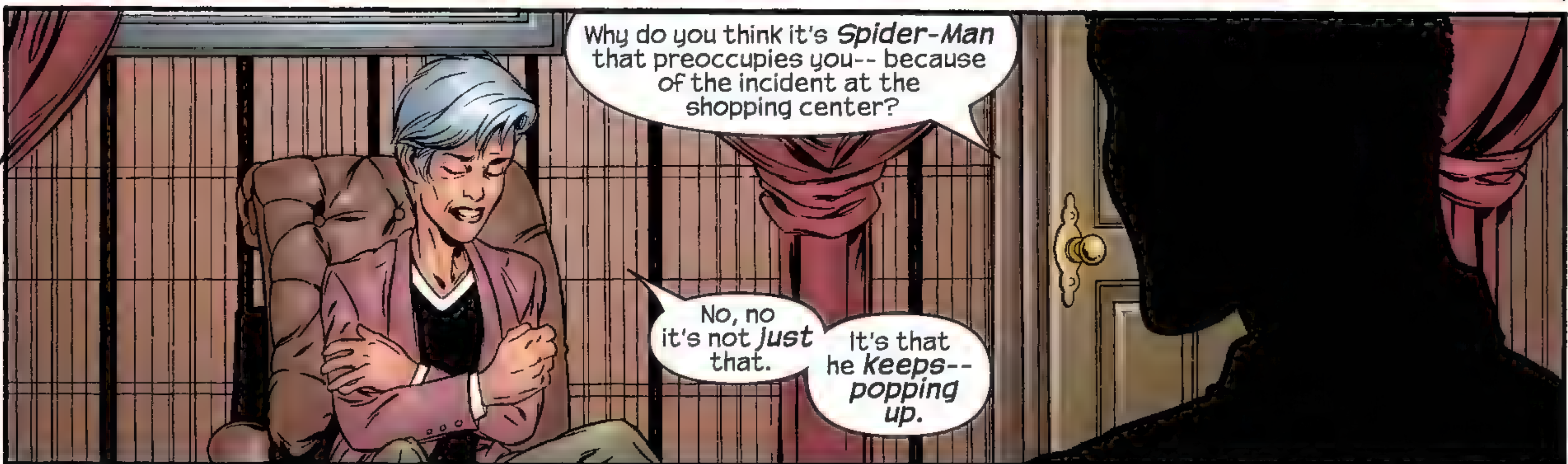
I don't know exactly what it is about him, *per se*, but I just don't **want** it.

I don't.

I don't want Spider-Man in my life!

I don't want to have to worry that this Spider-Man is going to **do** something--

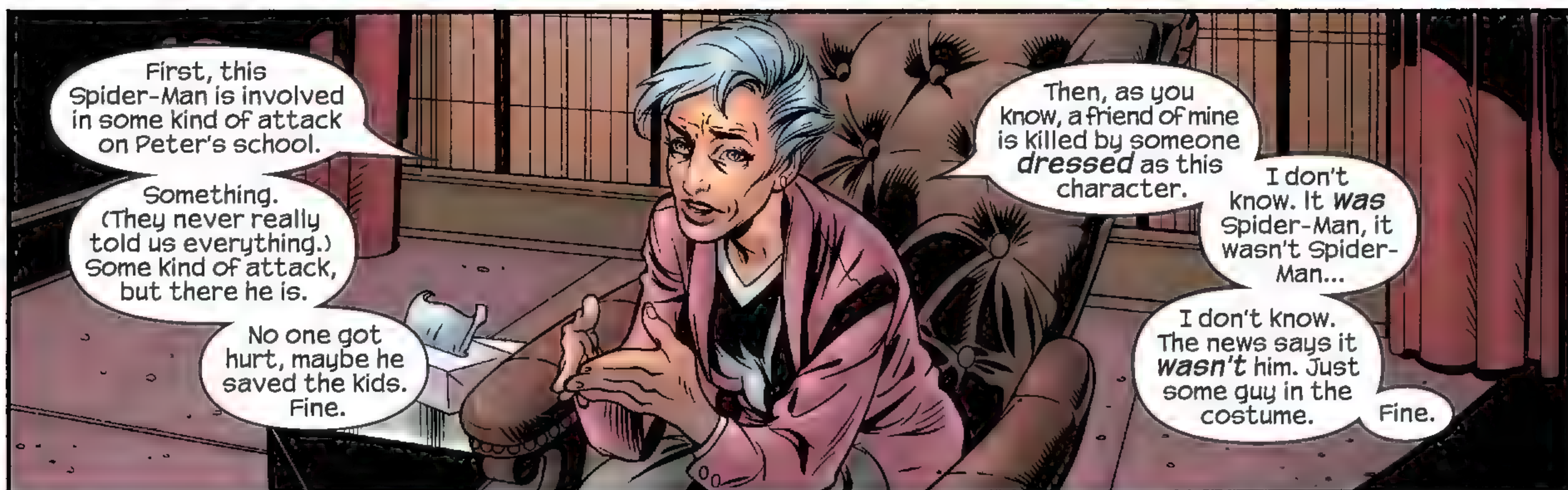
--and that it'll somehow, even in a roundabout way, do something to hurt Peter.



Why do you think it's **Spider-Man** that preoccupies you-- because of the incident at the shopping center?

No, no it's not **just** that.

It's that he **keeps-- popping up**.



First, this Spider-Man is involved in some kind of attack on Peter's school.

Something. (They never really told us everything.) Some kind of attack, but there he is.

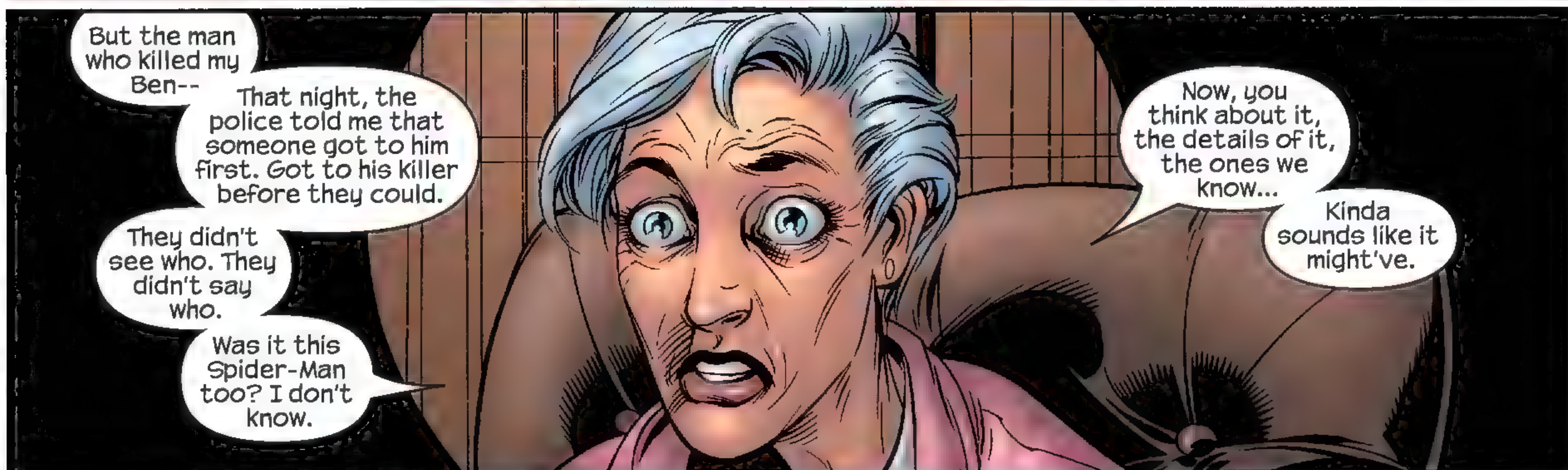
No one got hurt, maybe he saved the kids. Fine.

Then, as you know, a friend of mine is killed by someone *dressed* as this character.

I don't know. It *was* Spider-Man, it wasn't Spider-Man...

I don't know. The news says it *wasn't* him. Just some guy in the costume.

Fine.



But the man who killed my Ben--

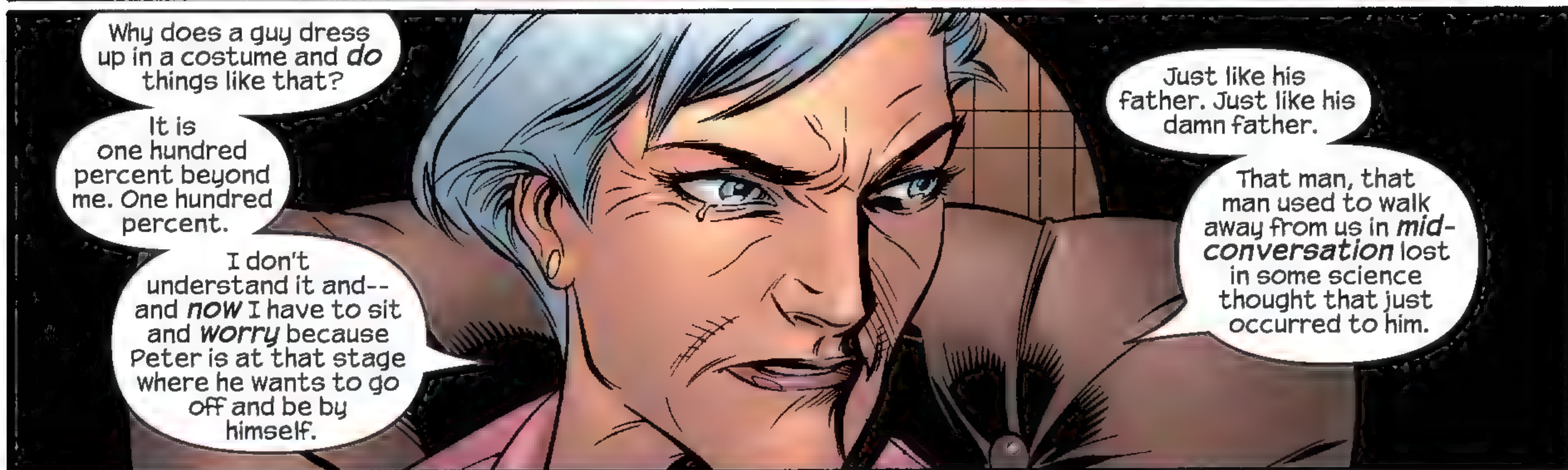
That night, the police told me that someone got to him first. Got to his killer before they could.

They didn't see who. They didn't say who.

Was it this Spider-Man too? I don't know.

Now, you think about it, the details of it, the ones we know...

Kinda sounds like it might've.



Why does a guy dress up in a costume and *do* things like that?

It is one hundred percent beyond me. One hundred percent.

I don't understand it and-- and *now* I have to sit and *worry* because Peter is at that stage where he wants to go off and be by himself.

Just like his father. Just like his damn father.

That man, that man used to walk away from us in *mid-conversation* lost in some science thought that just occurred to him.



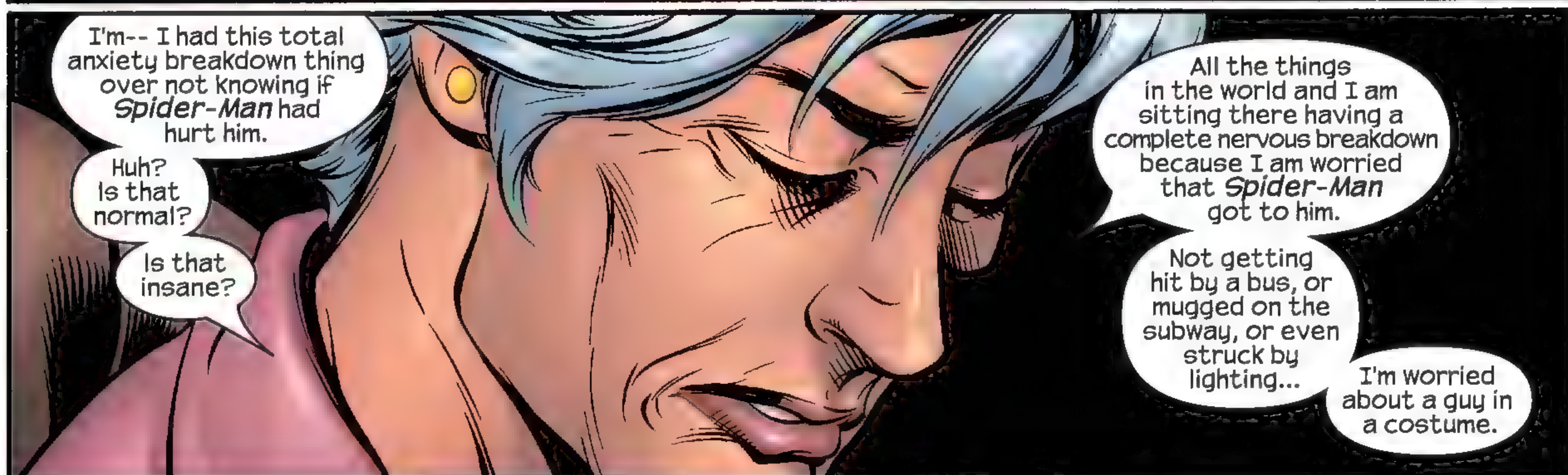
And what am I supposed to do about it?

Right? Why was I jumping down Peter's throat?

I'm supposed to ground Peter for wanting to read a book? I'm supposed to what?

The boy is just at that age. And I'm not mad at him for reading.

I'm not even mad he bailed out of class. I'm not.



I'm-- I had this total anxiety breakdown thing over not knowing if *Spider-Man* had hurt him.

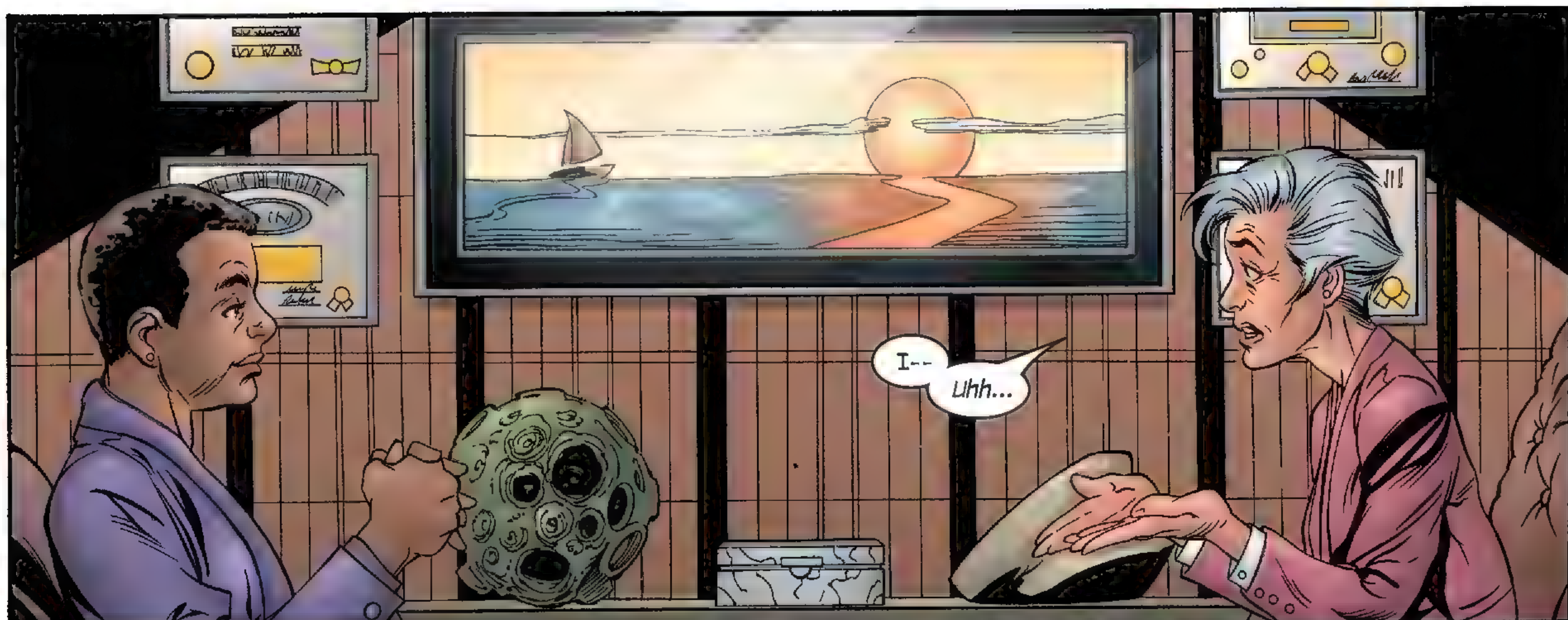
Huh? Is that normal?

Is that insane?

All the things in the world and I am sitting there having a complete nervous breakdown because I am worried that *Spider-Man* got to him.

Not getting hit by a bus, or mugged on the subway, or even struck by lighting...

I'm worried about a guy in a costume.



I--
Uhh...



Well, let me ask you this...

Do you still feel guilty for seeing a therapist?



Yes. Yes, yeah--

Ten years ago, my sister died.

My sister was my best friend and I didn't go to a therapist.

Last year my husband, Ben, dies.

Violently. Right in front of me-- right in front of my eyes.

My *husband* dies and I don't go to a therapist.



And why did I start coming here?

Because a man, a man I hardly know--

The police captain?



Captain Stacy.

A man I've talked to half a dozen times in my entire life-- *he* dies...

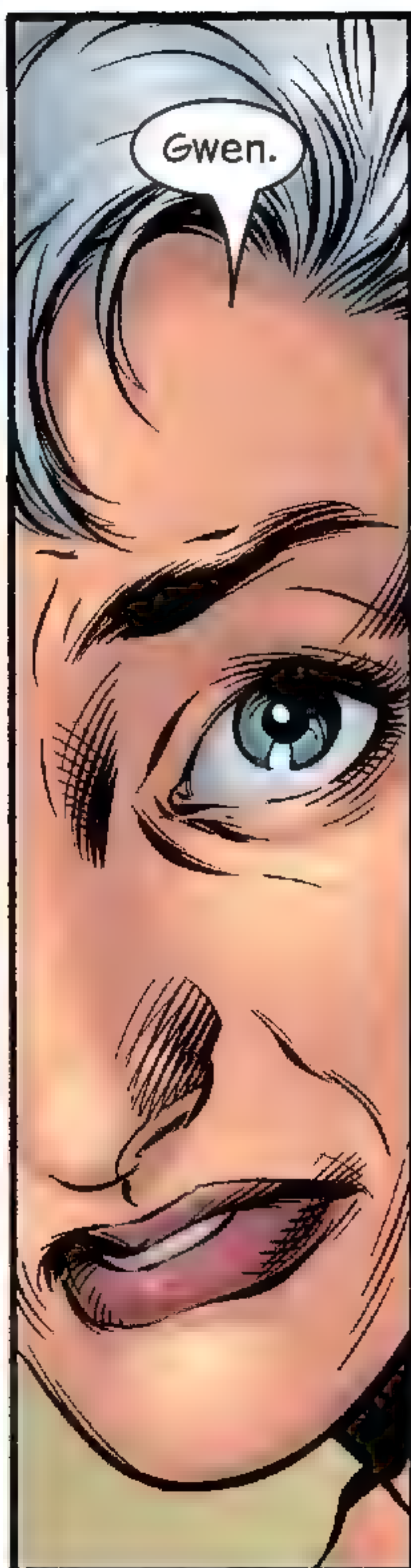
And *now* I decide to go to a therapist.

There's just something wrong with me.

I'm just sick about the whole thing.



And how do you think this feeling manifests itself?



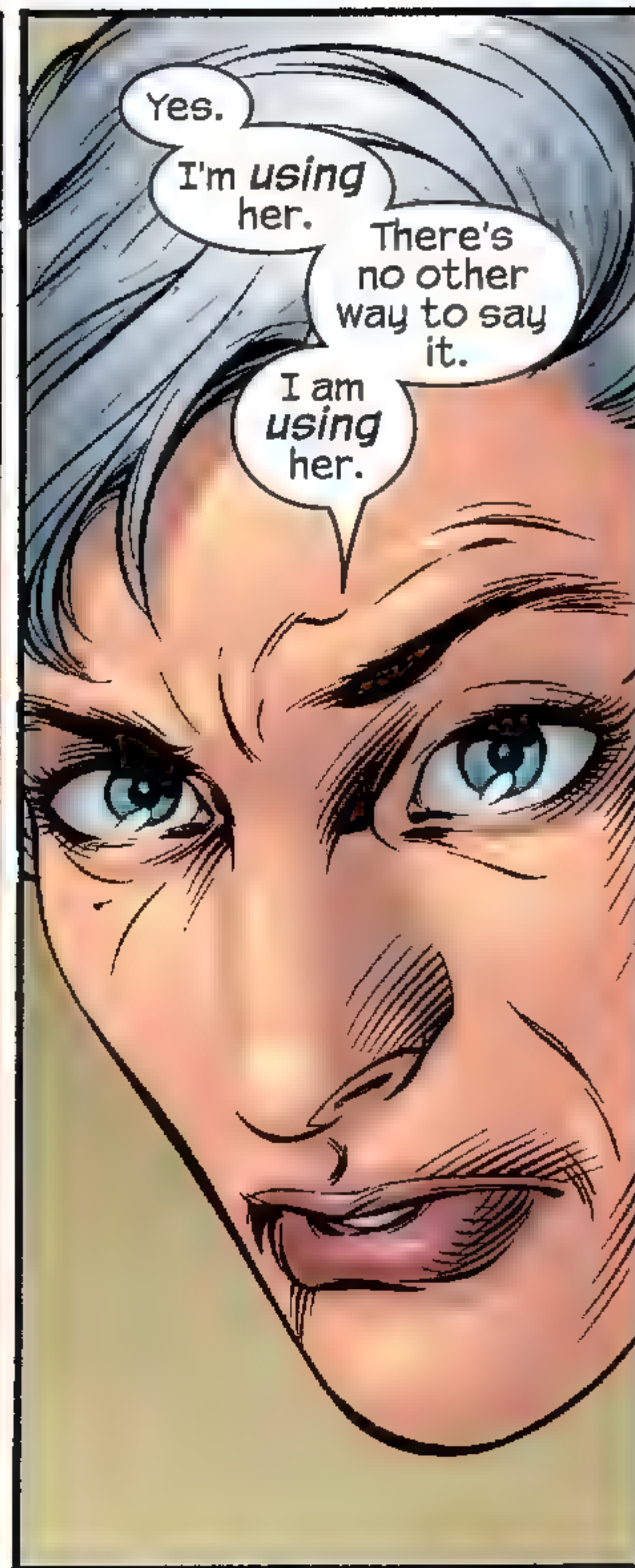
Gwen.



Gwen Stacy?

The police captain's daughter-- the young girl you took in?

Am I getting that right?



Yes.

I'm *using* her.

There's no other way to say it.

I am *using* her.



How so?

This girl loses her father. Girl's mother abandons her.

I take her in-- I say, out of the goodness of my heart.

But really-- really she's there for *me*.

Not for her. For *me*.

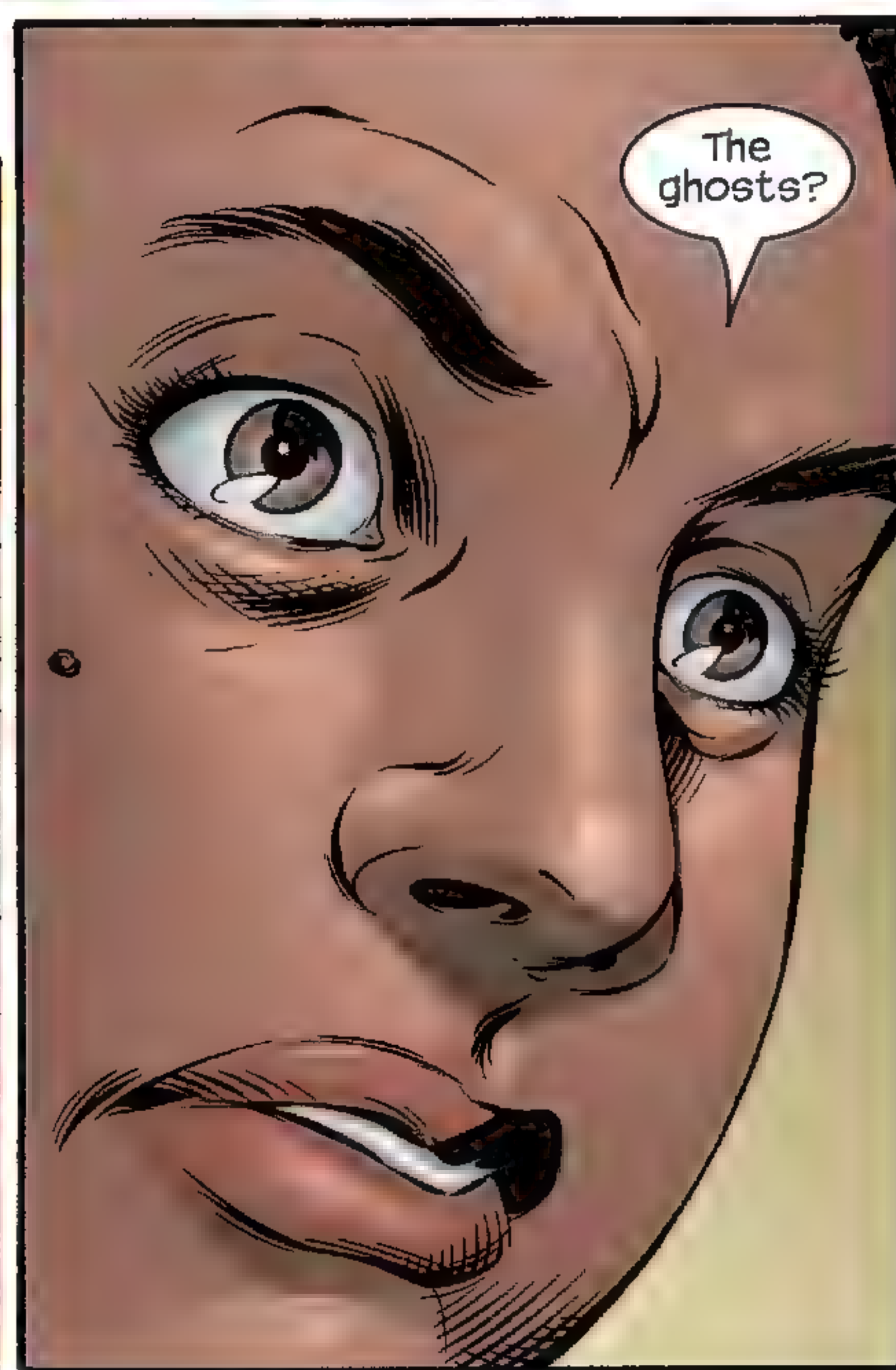
She's there to give me something to do for that hour and a half in the evening where I don't--

Mmff.



That hour and a half where if I stop moving for a *second* I'll be left alone with my thoughts.

(And I'll have to hear the ghosts.)



The ghosts?

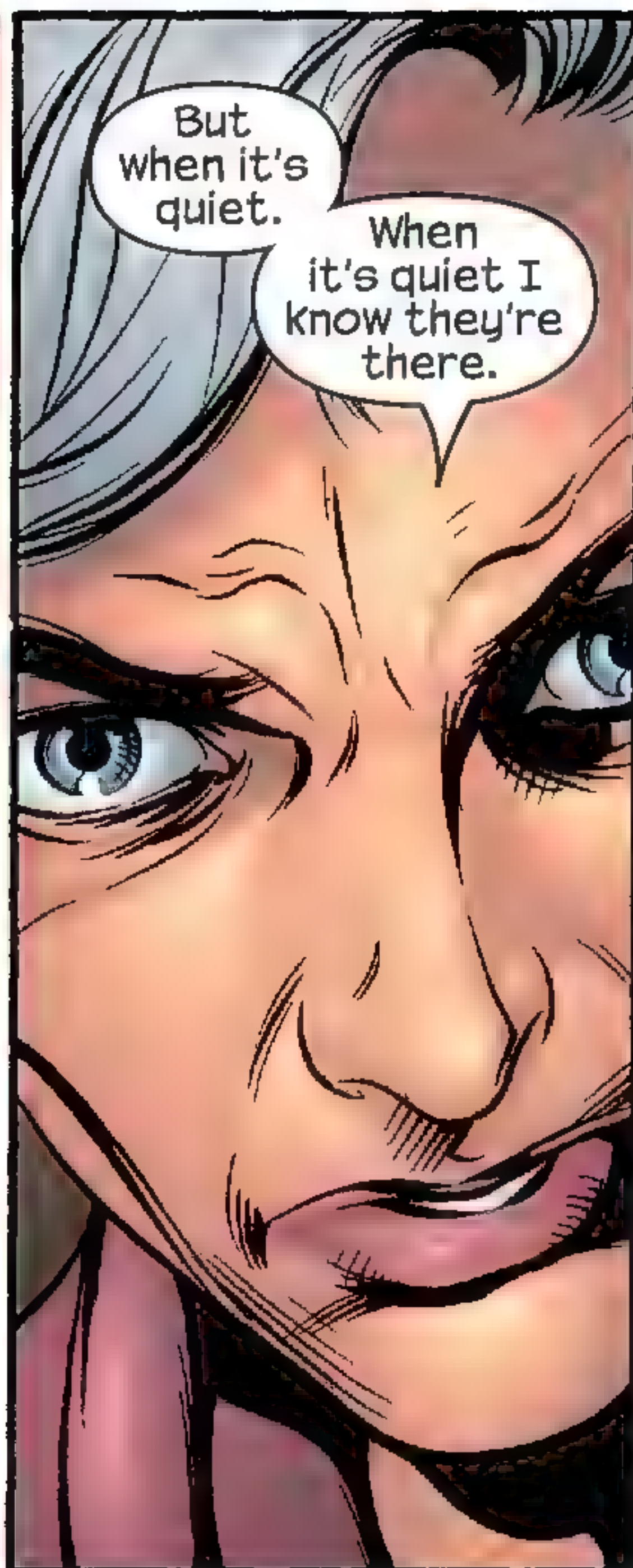


Oh, yeah,
uh-huh, yeah, I
have ghosts.

They don't
"talk" talk.
They don't do
anything.

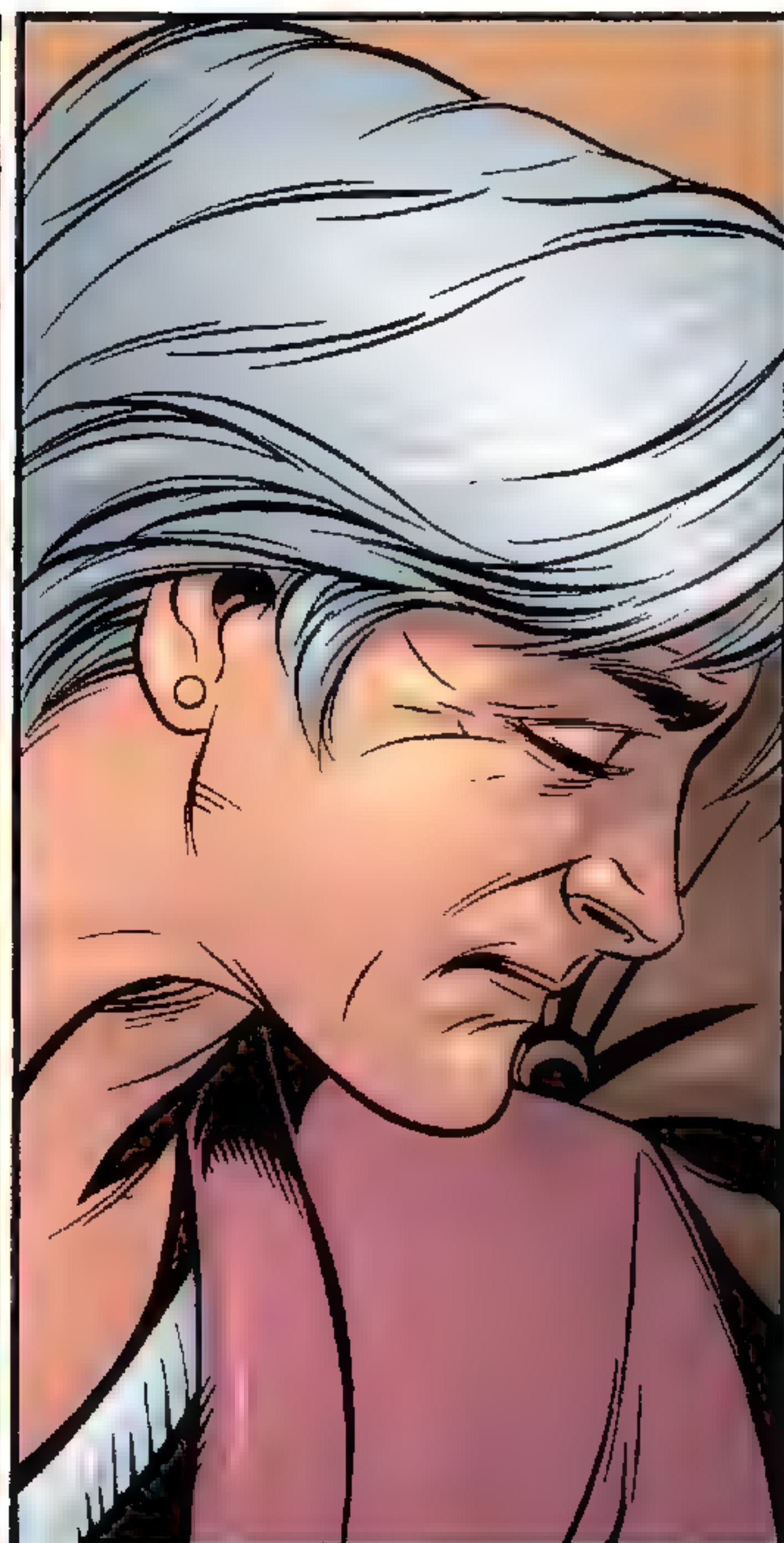
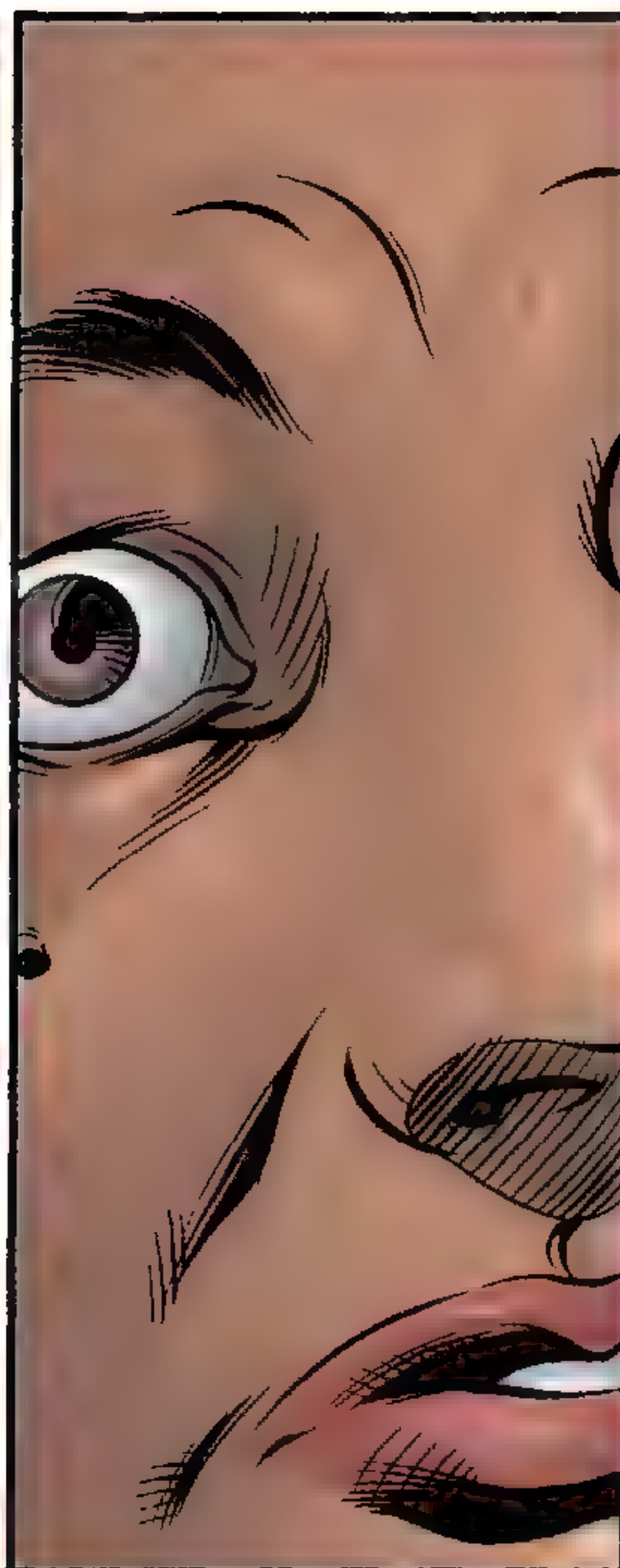
I can't
see them.

I'm
not *that*
crazy.



But
when it's
quiet.

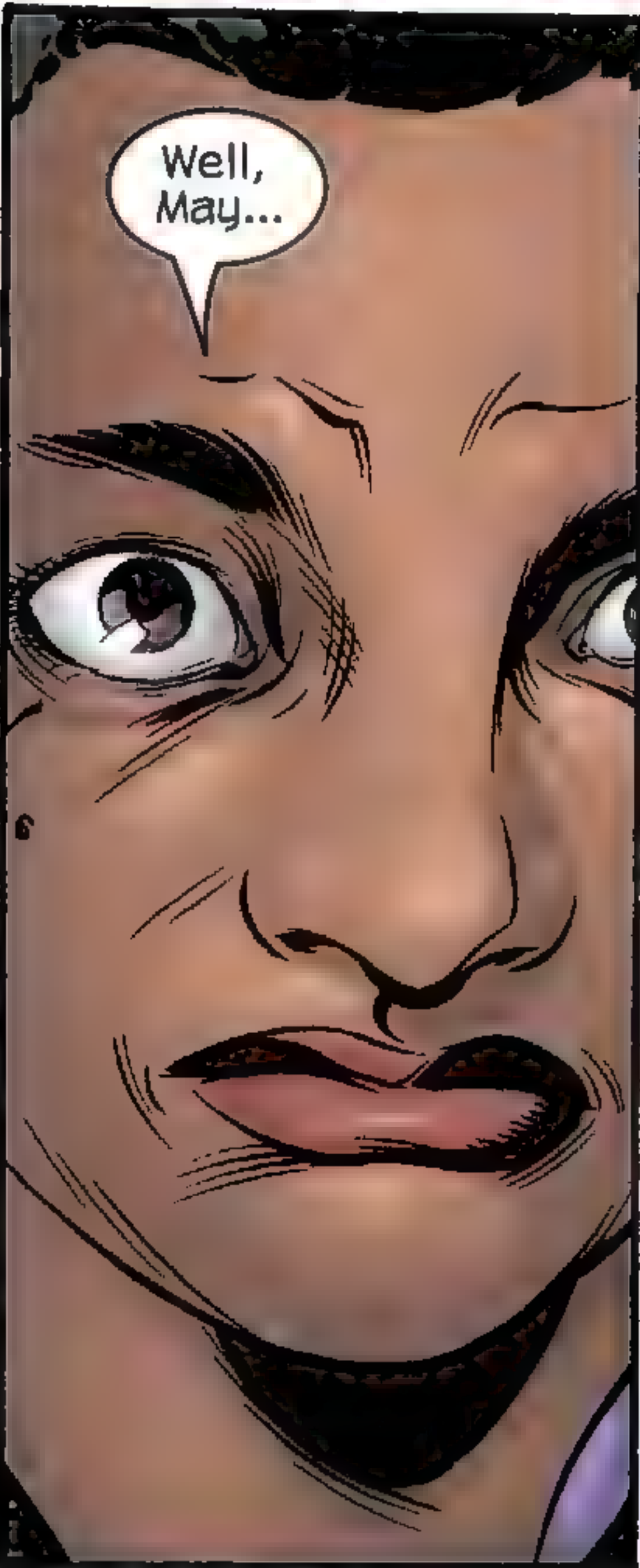
When
it's quiet I
know they're
there.



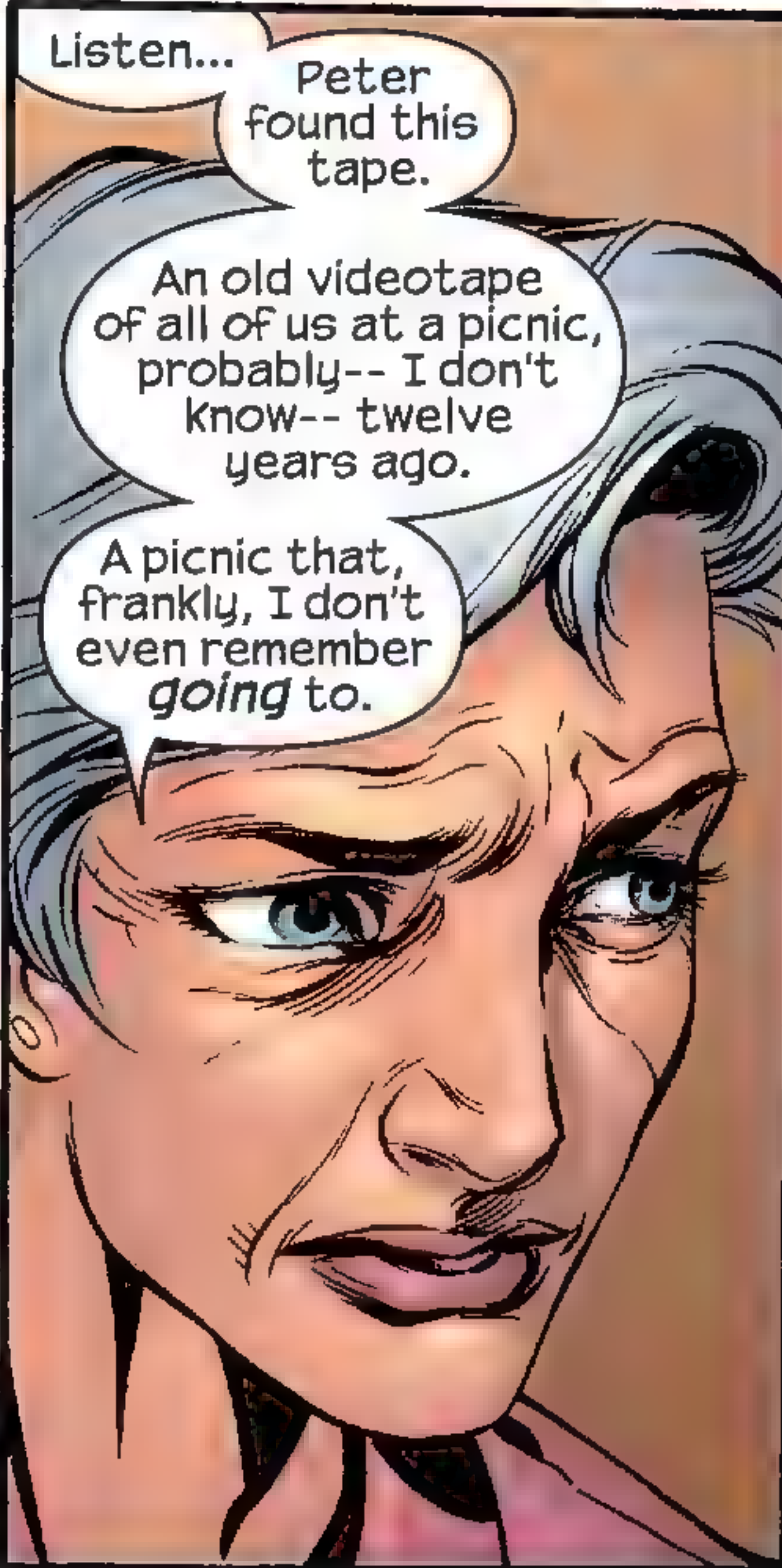
So I
use this
girl.

I dragged her
into my home under
the false pretense
of kindness-- and I
did it just so there
was enough ruckus
in the house to
cover up...

...the
quiet.



Well,
May...



Listen...

Peter
found this
tape.

An old videotape
of all of us at a picnic,
probably-- I don't
know-- twelve
years ago.

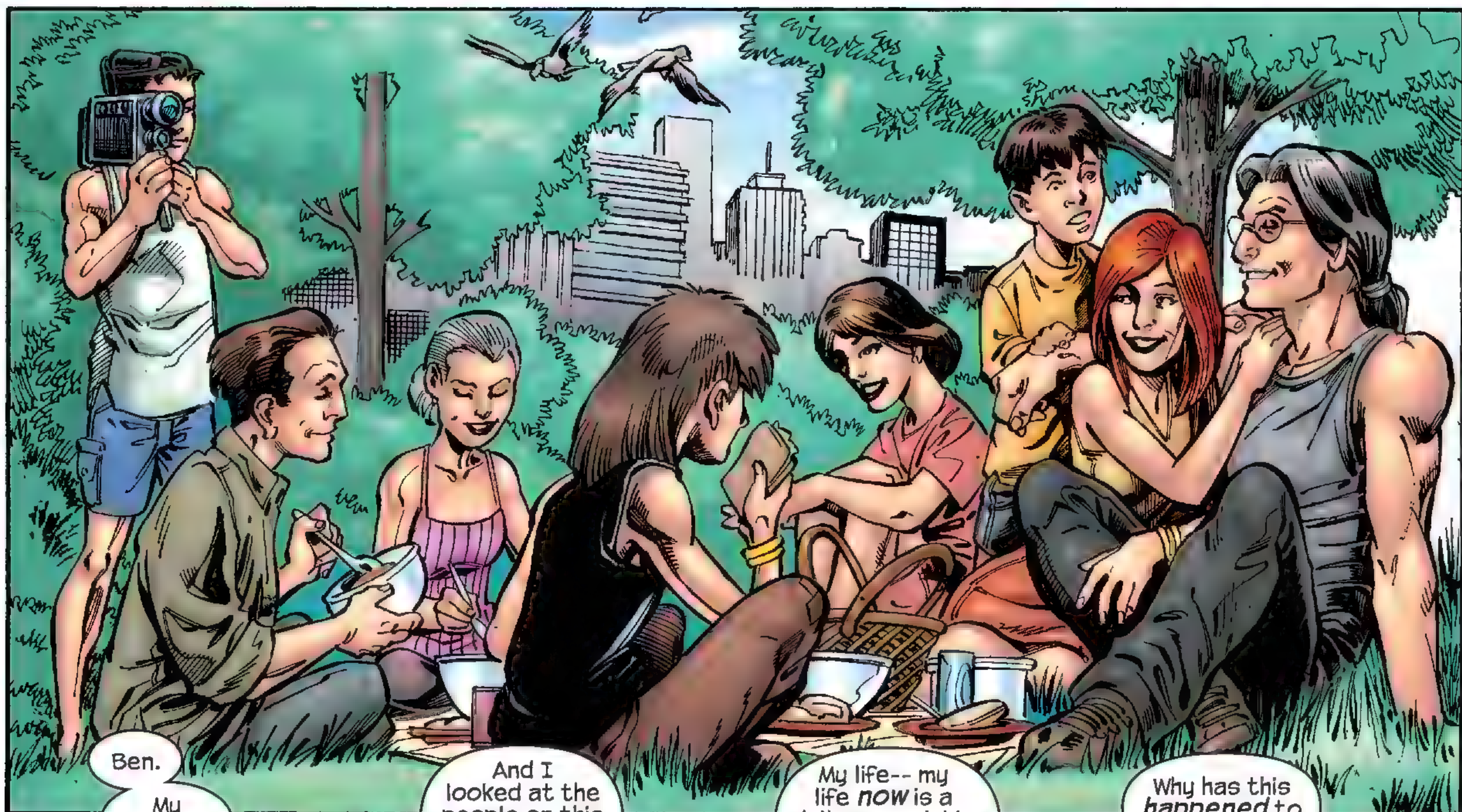
A picnic that,
frankly, I don't
even remember
going to.



Who
was on the
tape?



My
ghosts.



Ben.

My husband.

Little Peter. Some friends.

And I looked at the people on this tape and my first thought was...

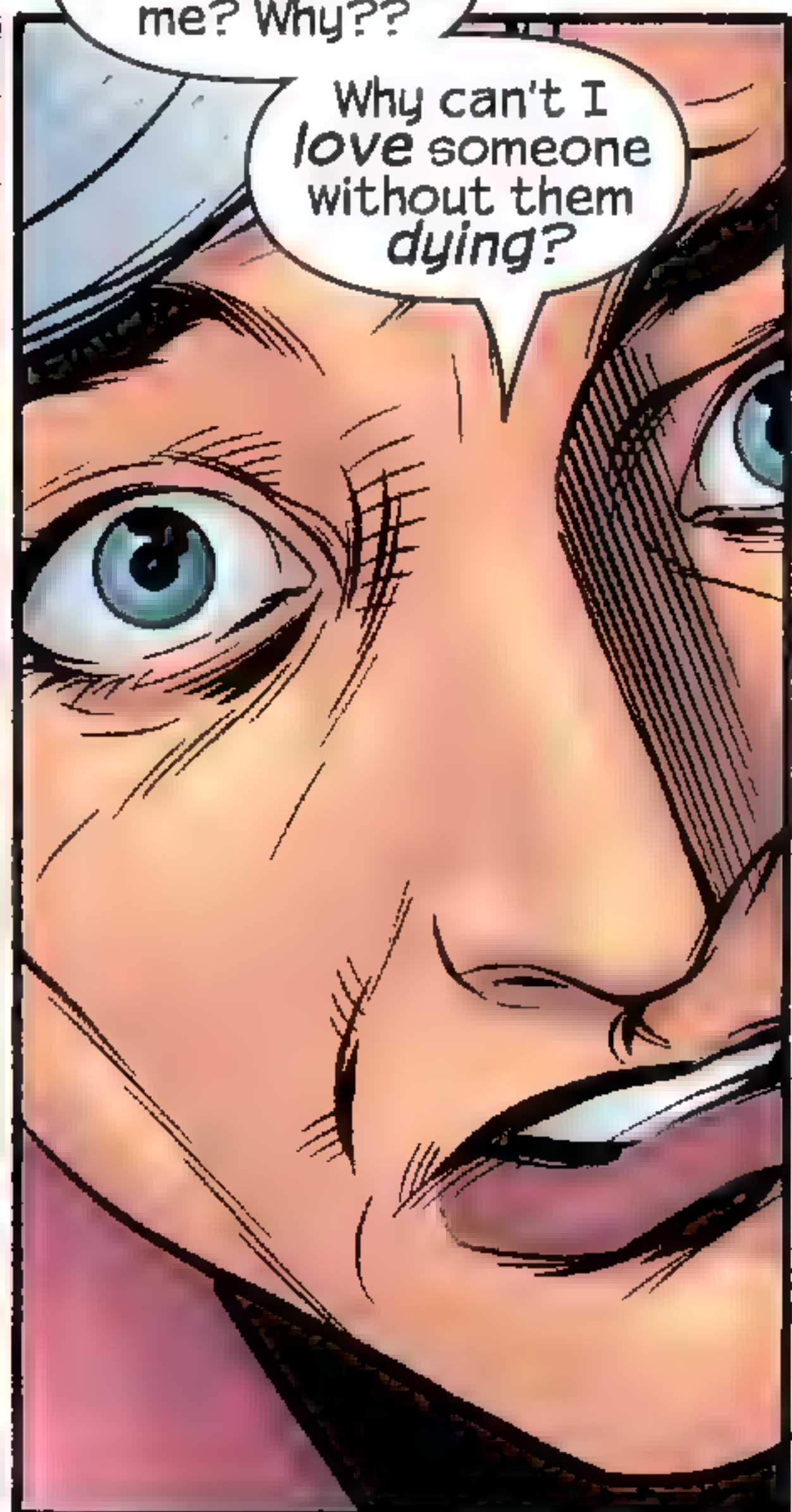
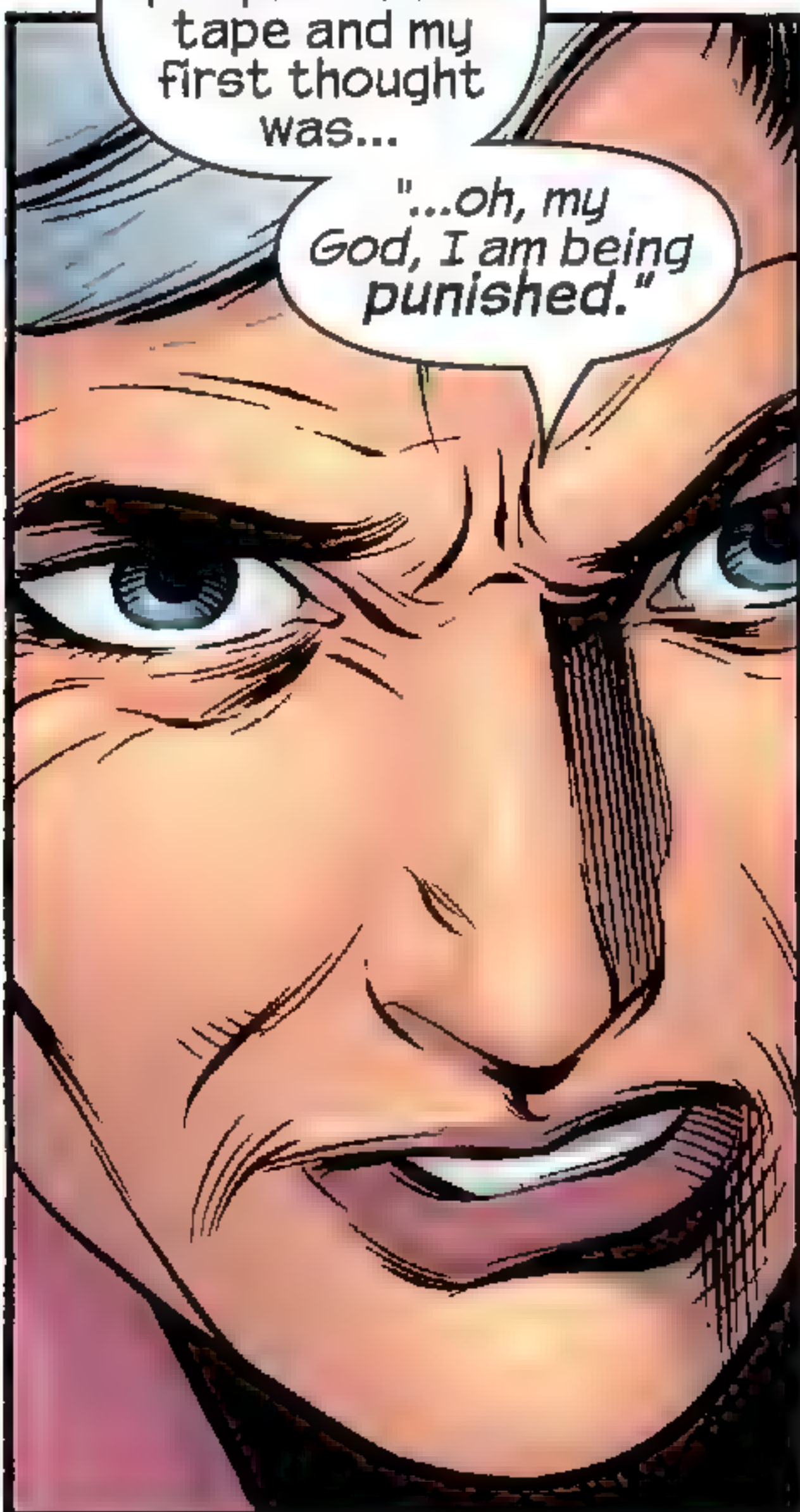
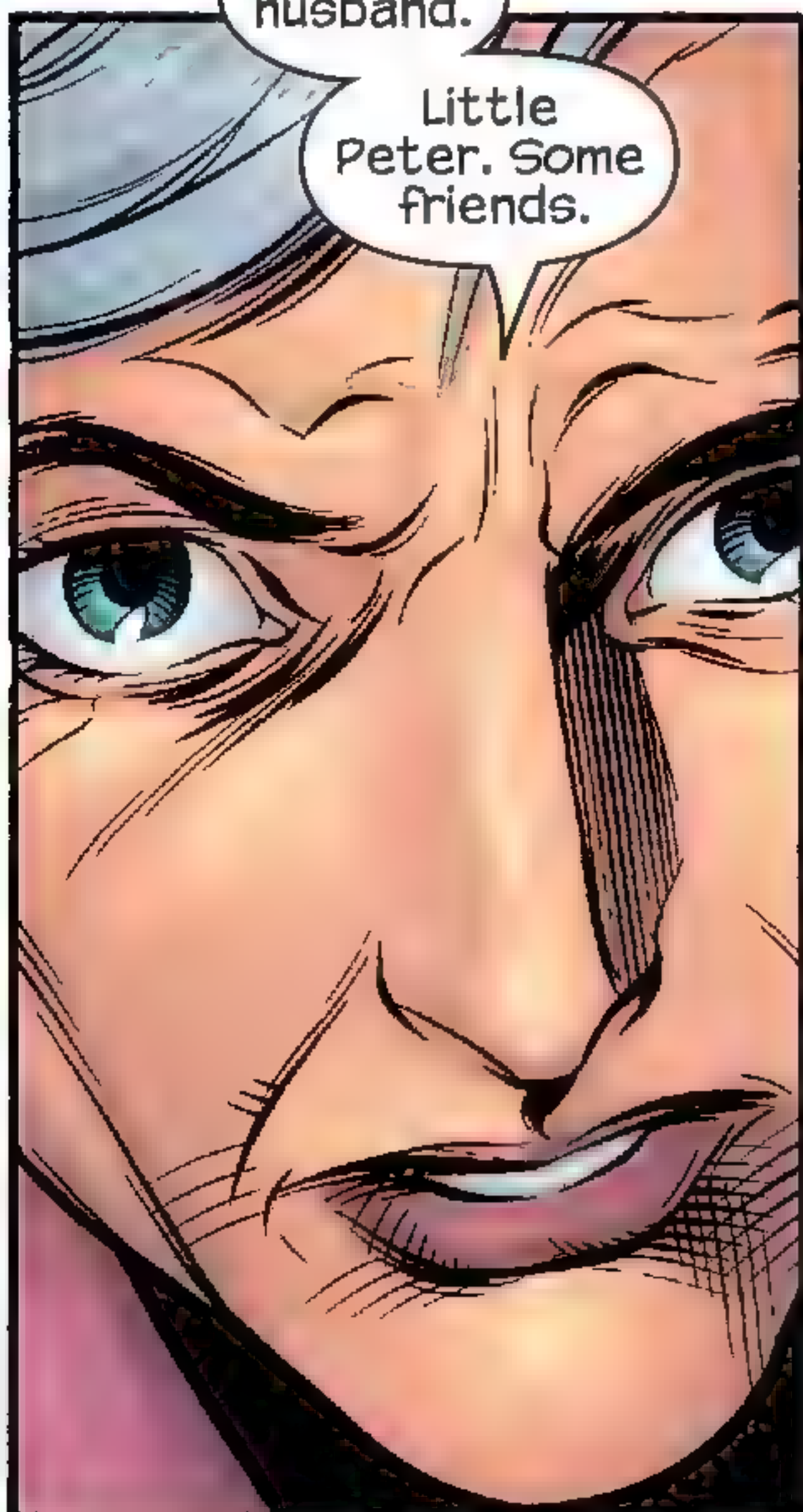
"...oh, my God, I am being punished."

My life-- my life *now* is a dull, grey, sickly mockery of the life I had on that tape.

That woman on that tape was in *love* and-- and had a *family*.

Why has this happened to me? Why??

Why can't I love someone without them dying?



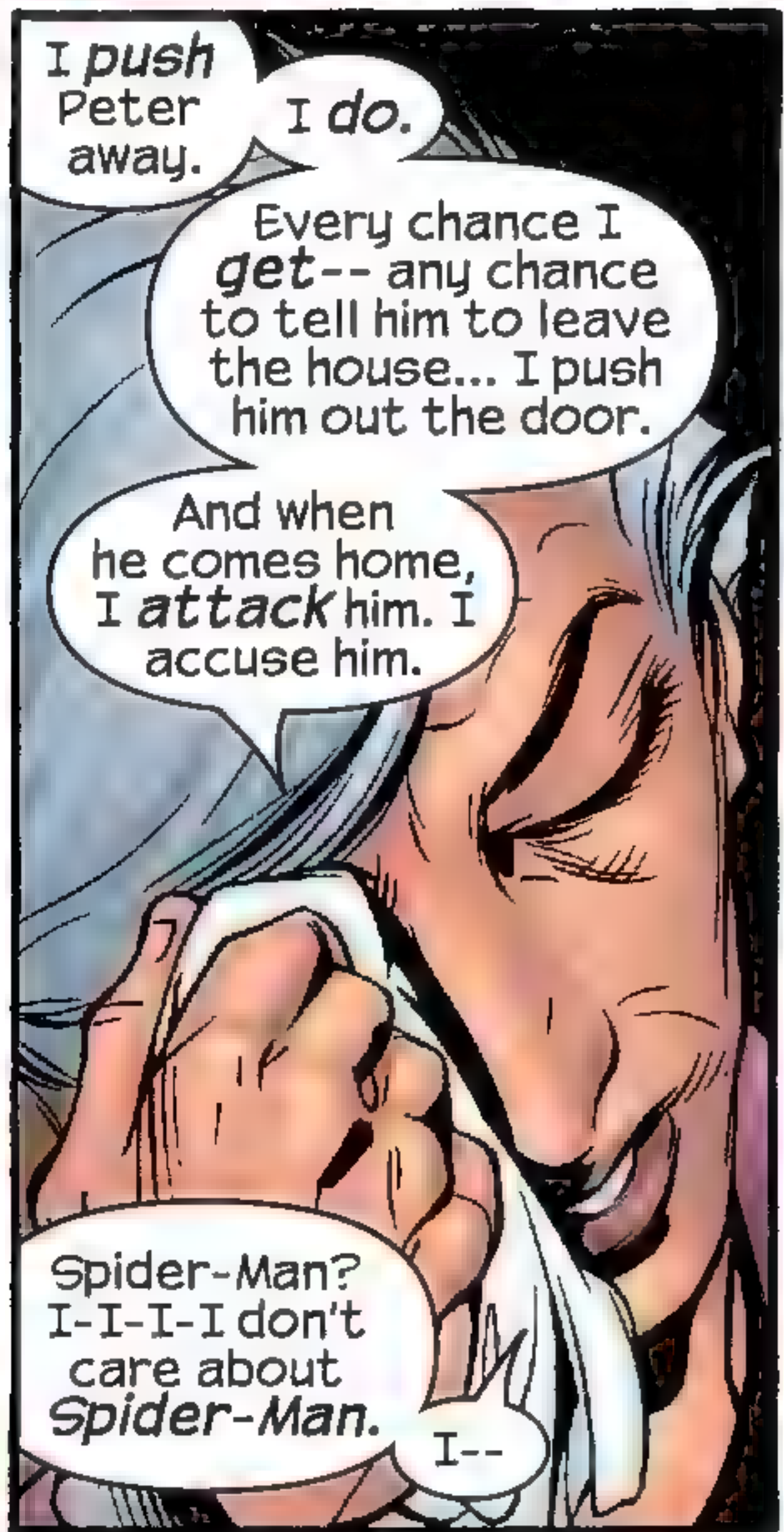
I-- oh, God-- I look around me and realize that I am *so* alone.



You're not alone, May.

You have friends.

You have Peter.



I push Peter away.

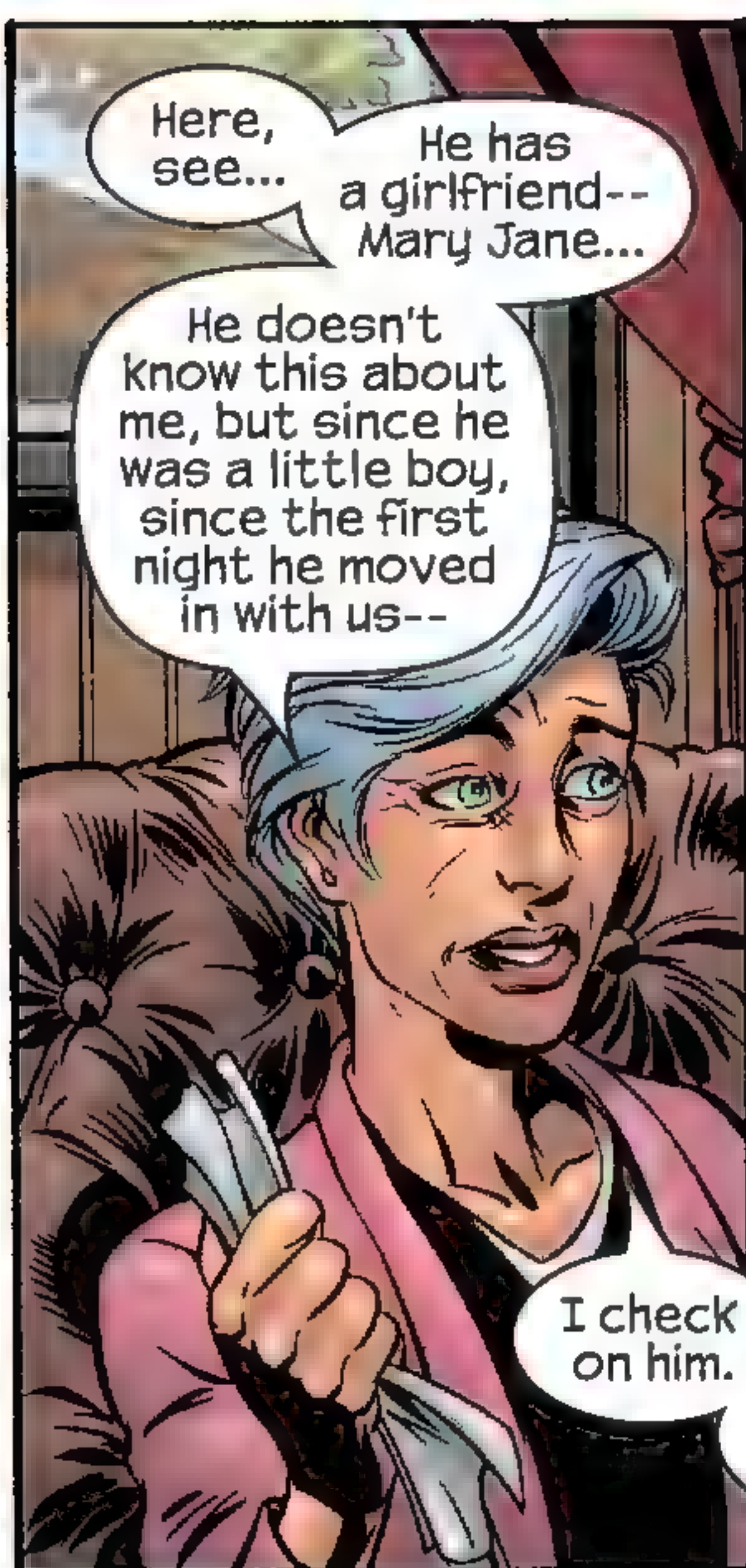
I do.

Every chance I *get*-- any chance to tell him to leave the house... I push him out the door.

And when he comes home, I *attack* him. I accuse him.

Spider-Man? I-I-I-I don't care about Spider-Man.

I--



Here, see...

He has a girlfriend-- Mary Jane...

He doesn't know this about me, but since he was a little boy, since the first night he moved in with us--

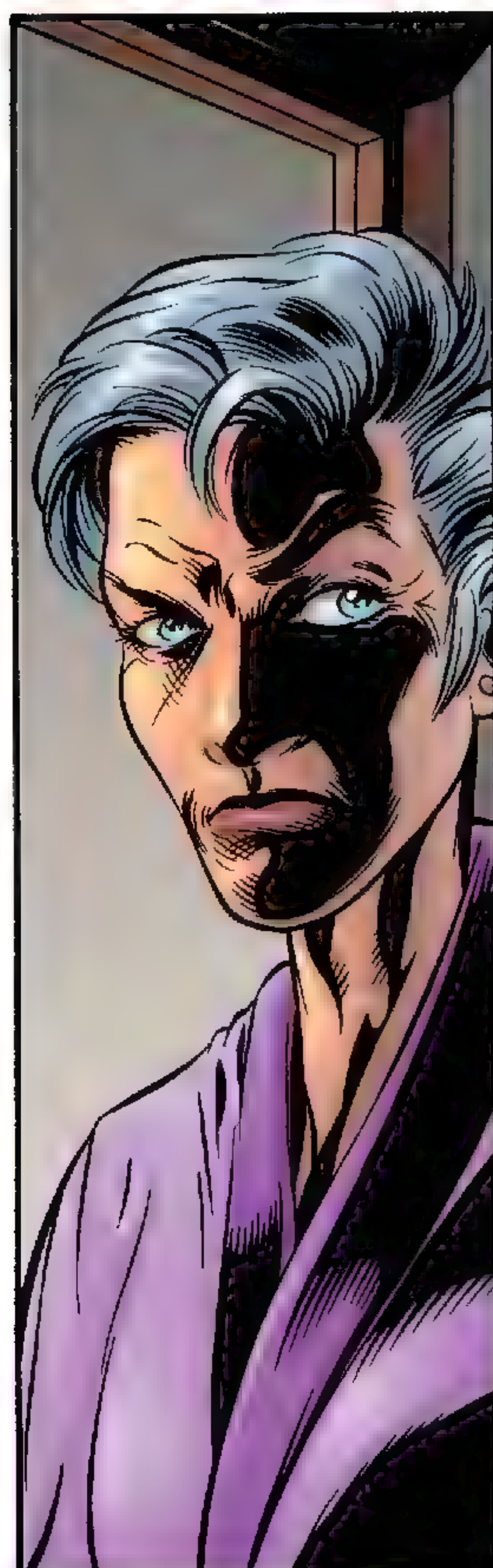
I check on him.

Every night.



And, lately, half the time-- he isn't even *in* there.

He crawls out the window and runs down the street to see her.



"When I was that age..."

"I had run away from home and was sleeping in some guy's basement in San Francisco.

"So what am I going to do about him running across the street, with his all A's, see?

"What am I going to do?"





He has had so little love in his life. So little happiness.

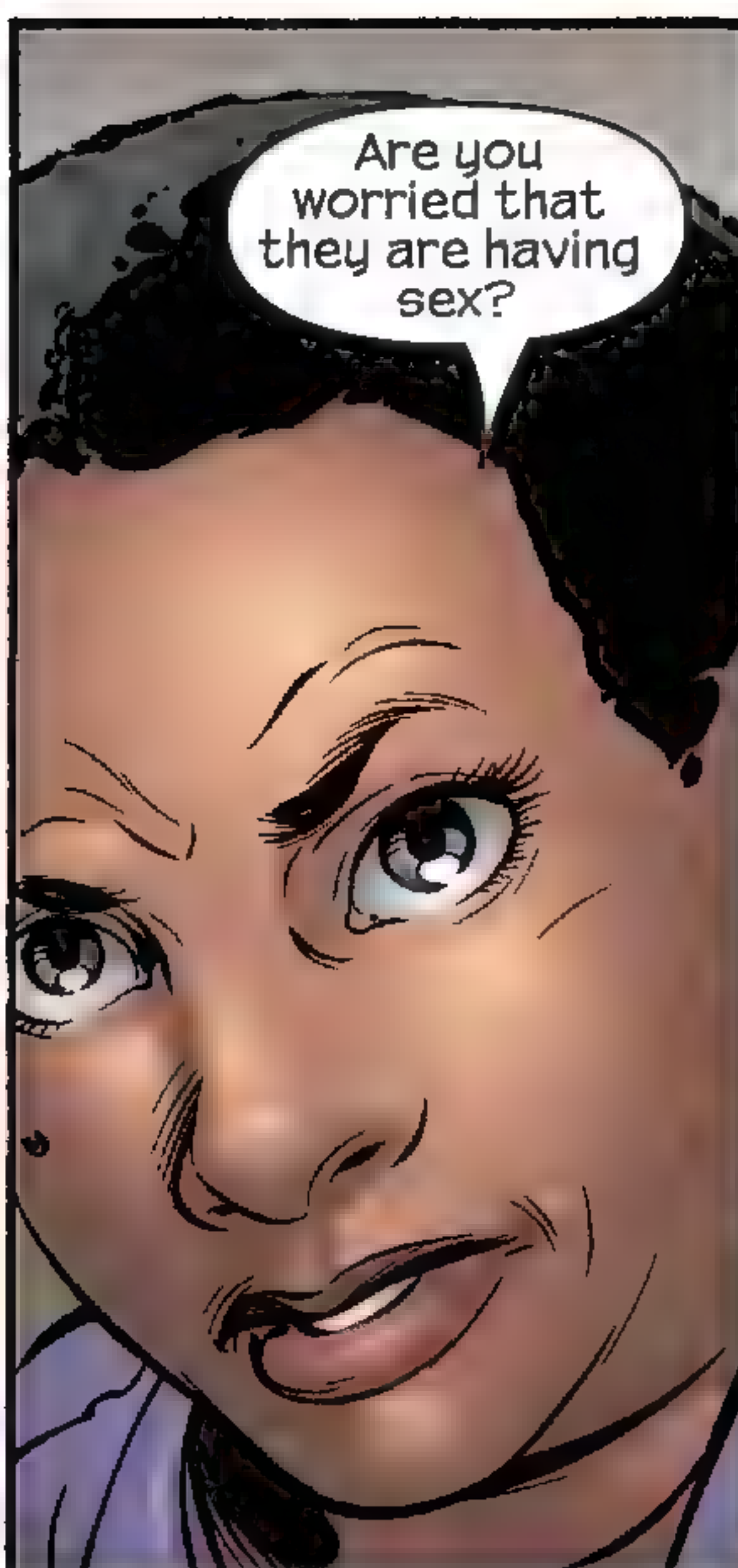
I know the kids at school are mean to him.

He's a good boy and-- they're *always* mean to the kind-hearted.

How can I take away from him one *moment* of potential love or-- or happiness?

After *all* he's been through?

After all he has *lost*?



Are you worried that they are having sex?



Listen...

He's a smart kid.

We had "*the talk*". I trust that he's being smart. I have to.

But, my *point* is, that I *let* him sneak out in the middle of the night.

I *let* him work in the city. This city.

I *let* him come and go as he pleases and lock himself in that basement for God knows...



I let him do whatever he wants and I pride myself on being so *free* and *open* with him-- letting him *grow*.

And then I attack him for using the freedom I offer him.

But I know the *truth*.



I *know* that I am pushing him away from me... on purpose.

Because I know if he gets too close to me--



--he'll--

--he'll **DIE!!**



Like everyone else.



May, *tsk*, do you actually think that your *loving* someone...?

No, I mean, no.



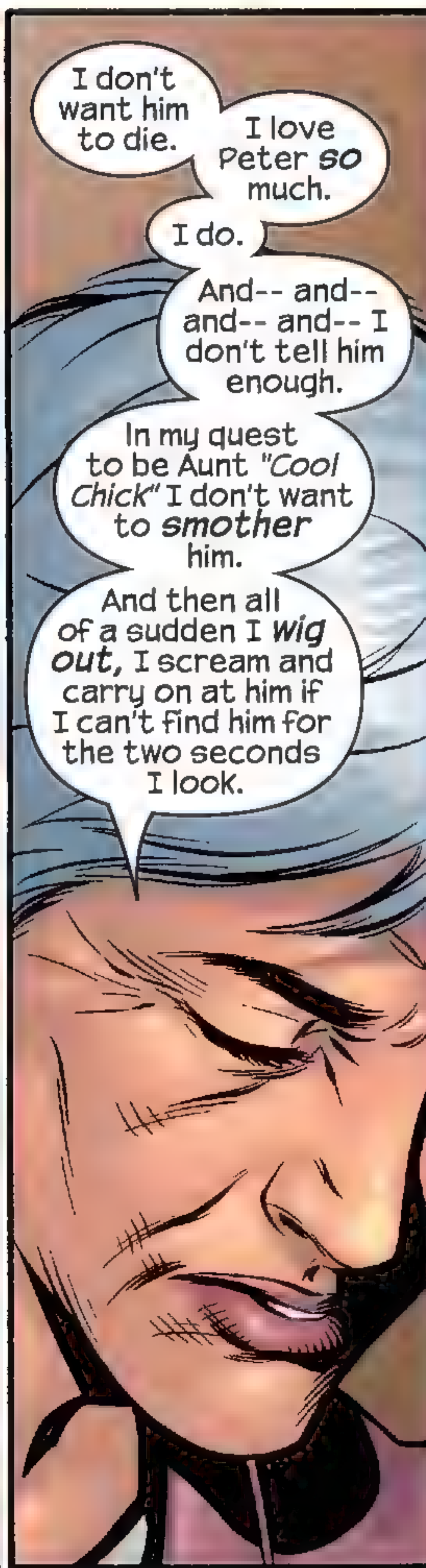
When I use logic-- I *know* it's crazy talk.

I'm *not* crazy.

I *know* that they're not connected, but I can't help it-- my thoughts--

Spider-Man, all of it.

I can't help what I *think*.



I don't want him to die.

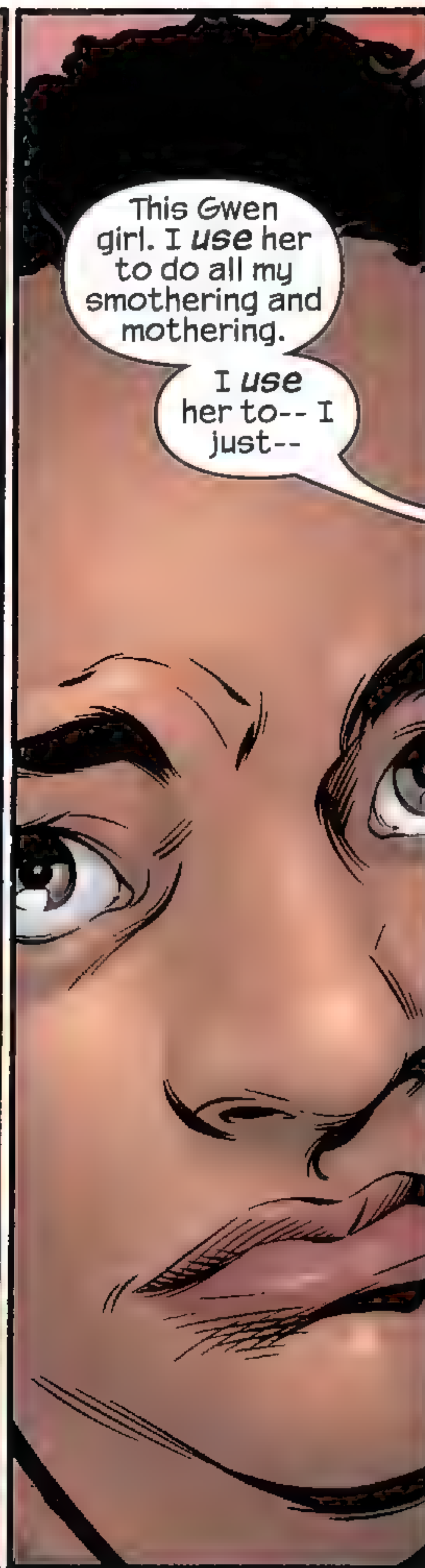
I love Peter *so* much.

I do.

And-- and-- and-- and-- I don't tell him enough.

In my quest to be Aunt "*Cool Chick*" I don't want to *smother* him.

And then all of a sudden I *wig out*, I scream and carry on at him if I can't find him for the two seconds I look.



This *Gwen* girl. I *use* her to do all my smothering and mothering.

I *use* her to-- I just--



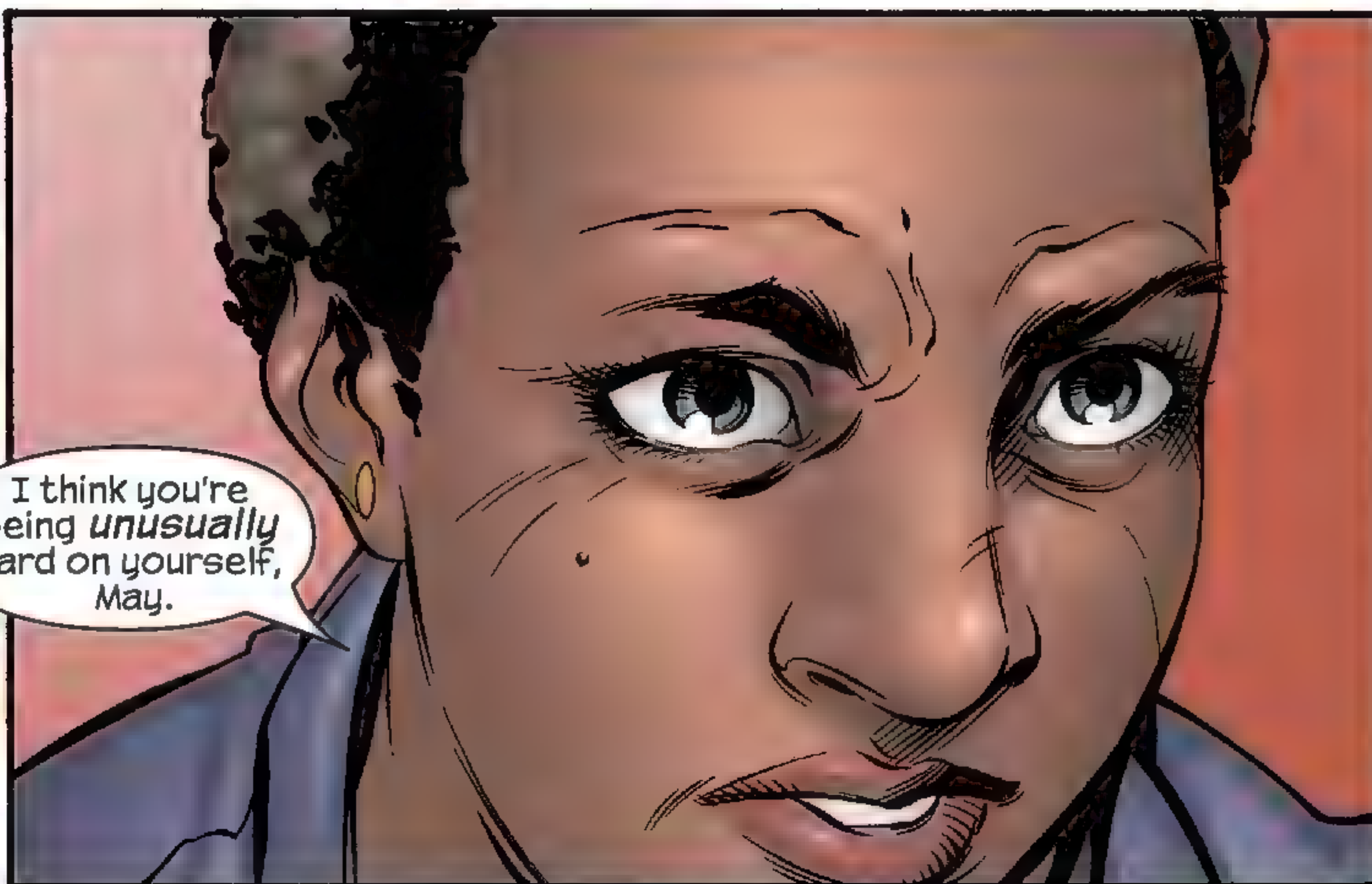
I'm *not* a good person, don't you see?

I'm pushing away people I love and giving my affection to total strangers.

I'm not a *good* person.

Well...

I think you're being *unusually* hard on yourself, May.





These-- May, these tragedies in your life...

You shouldn't feel "guilty" for coming here to talk about them.

You shouldn't feel guilty about *any* of your feelings.

Nothing about these feelings is easy.



And I want to point out that the way you've chosen to *deal* with tragedy is to reach out and help people.

You could be moping, drinking...

...anything.

But you-- you brought a *stranger* into your home.

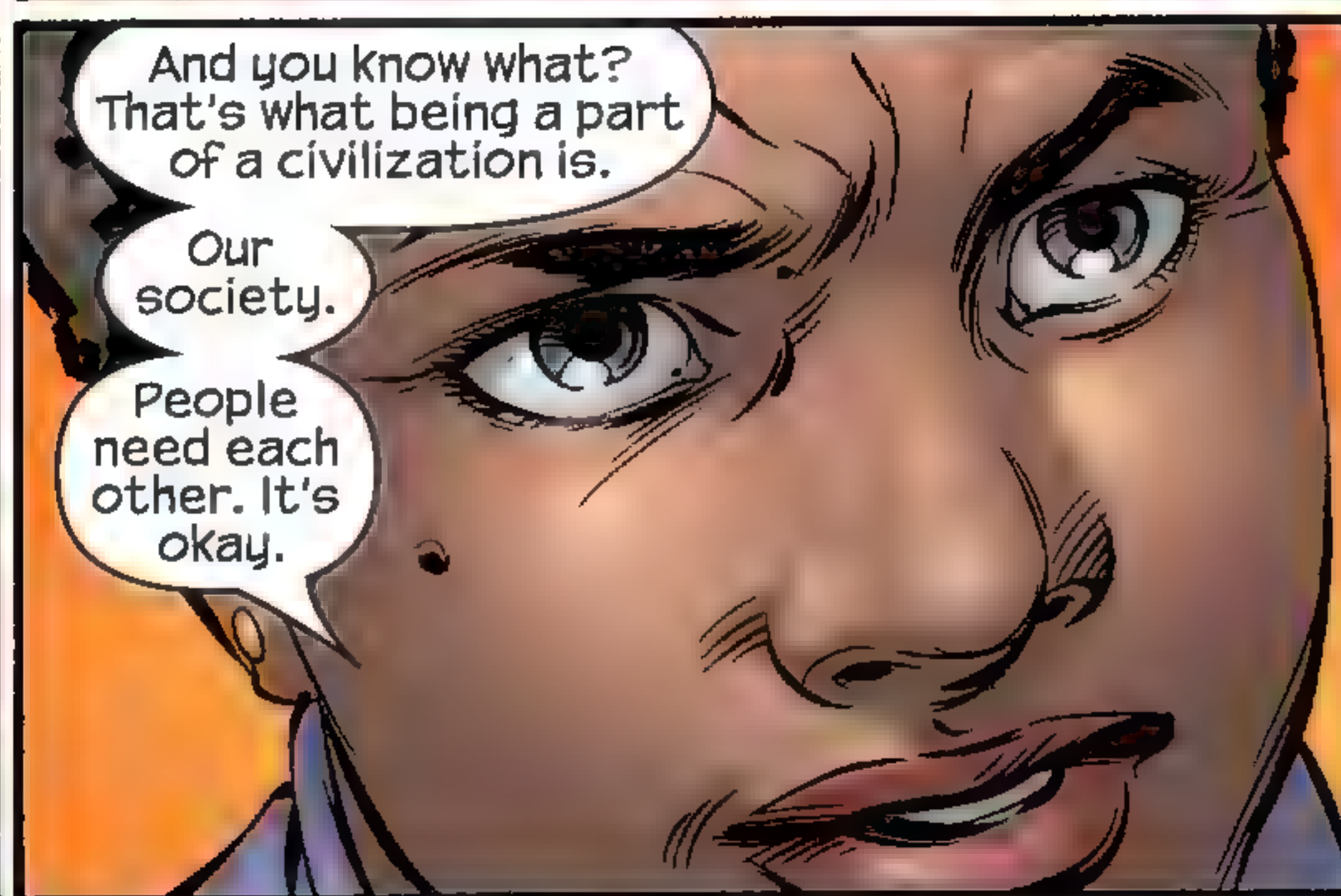
Most people would *never* do that.



I'm not just saying that to make you feel better. I really believe it.

You probably *saved* that girl's life.

Do you need *her* as much as she needs *you*? Maybe.



And you know what? That's what being a part of a civilization is.

Our society.

People need each other. It's okay.

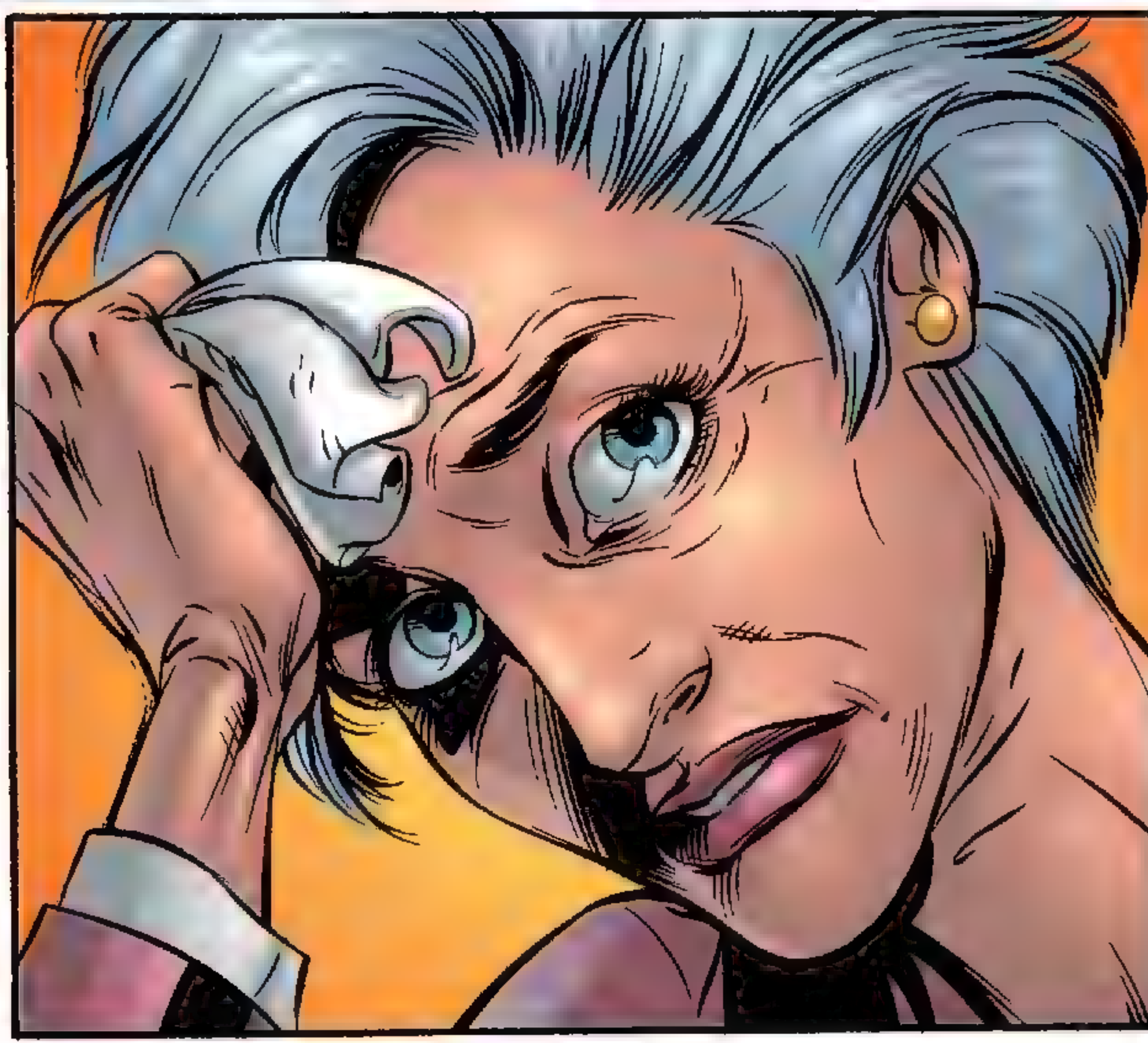


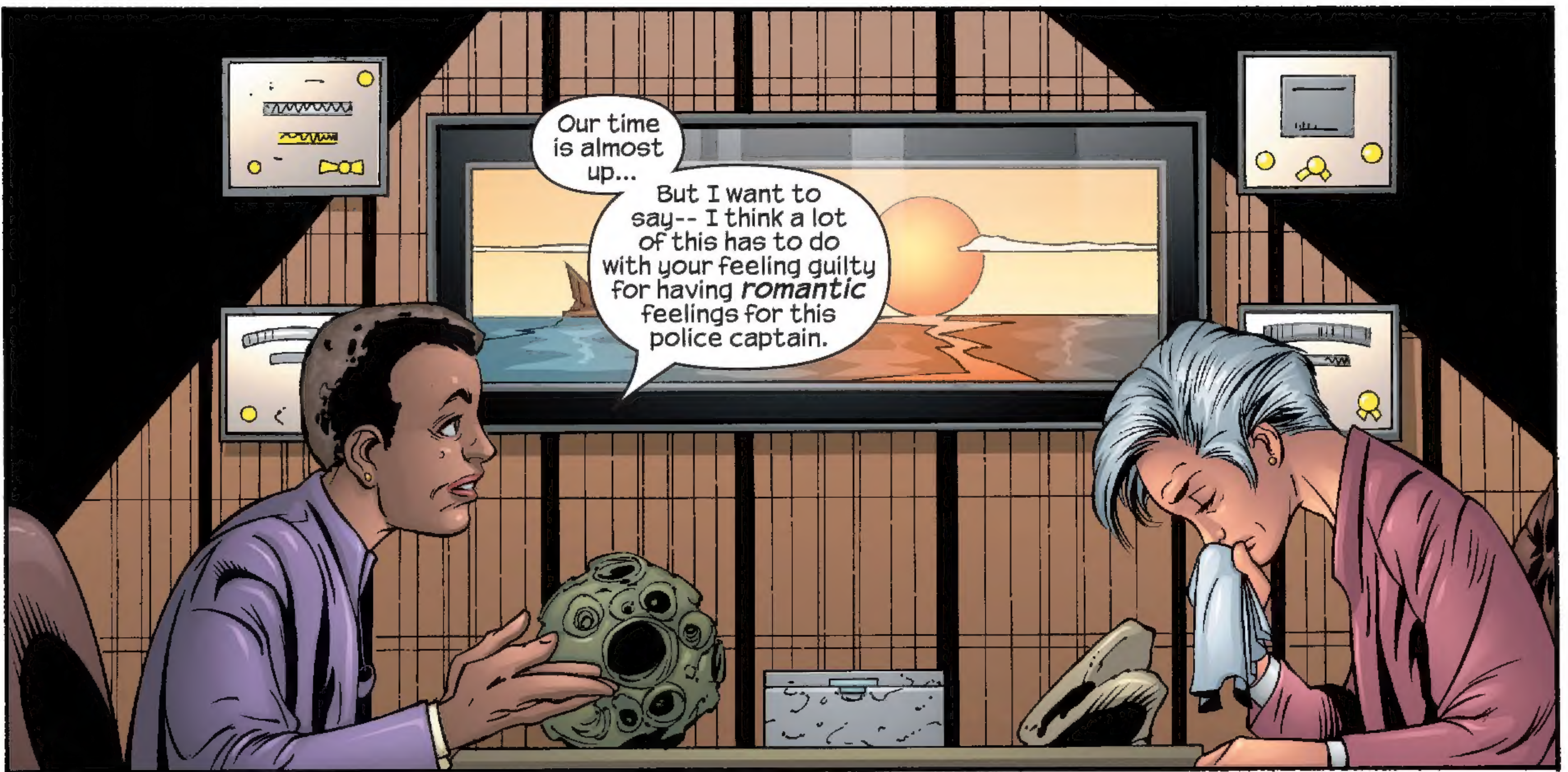
But I think you should talk to Peter more.

I think the tragedy in your life is a *shared* tragedy.

And I think that he may be going through a surprising amount of the same things-- similar issues.

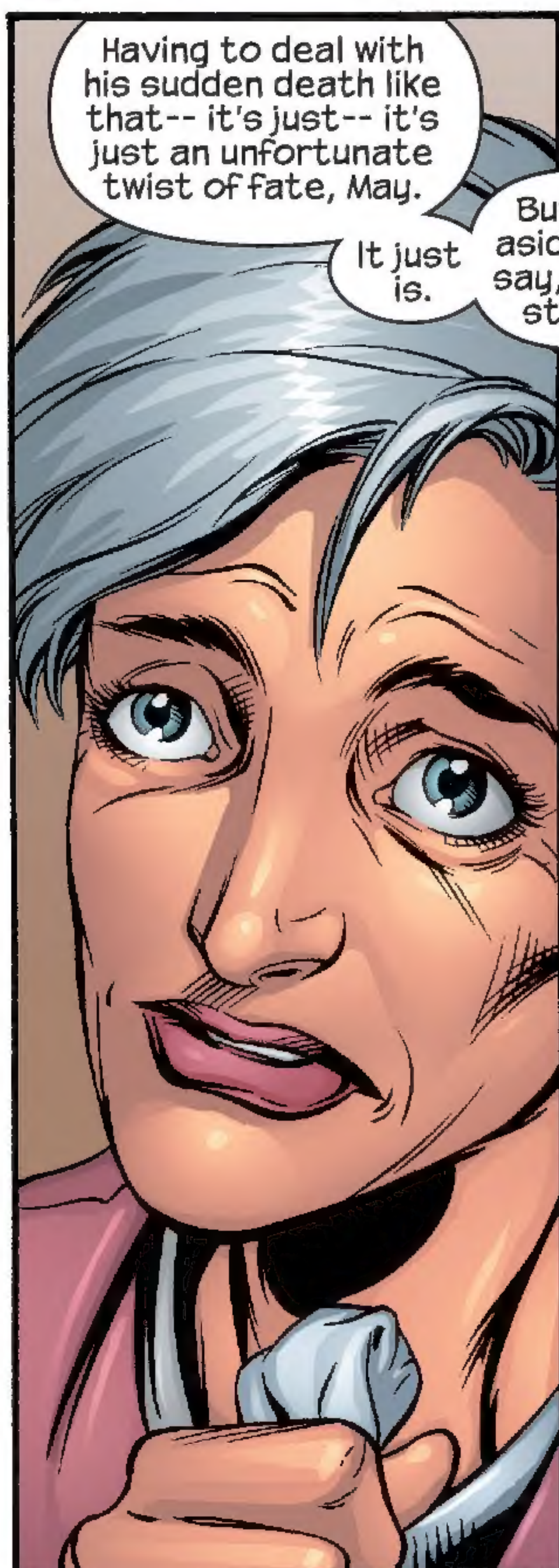
He might be *relieved*-- it might make him feel better knowing you *both* have these feelings.





Our time is almost up...

But I want to say-- I think a lot of this has to do with your feeling guilty for having *romantic* feelings for this police captain.



Having to deal with his sudden death like that-- it's just-- it's just an unfortunate twist of fate, May.

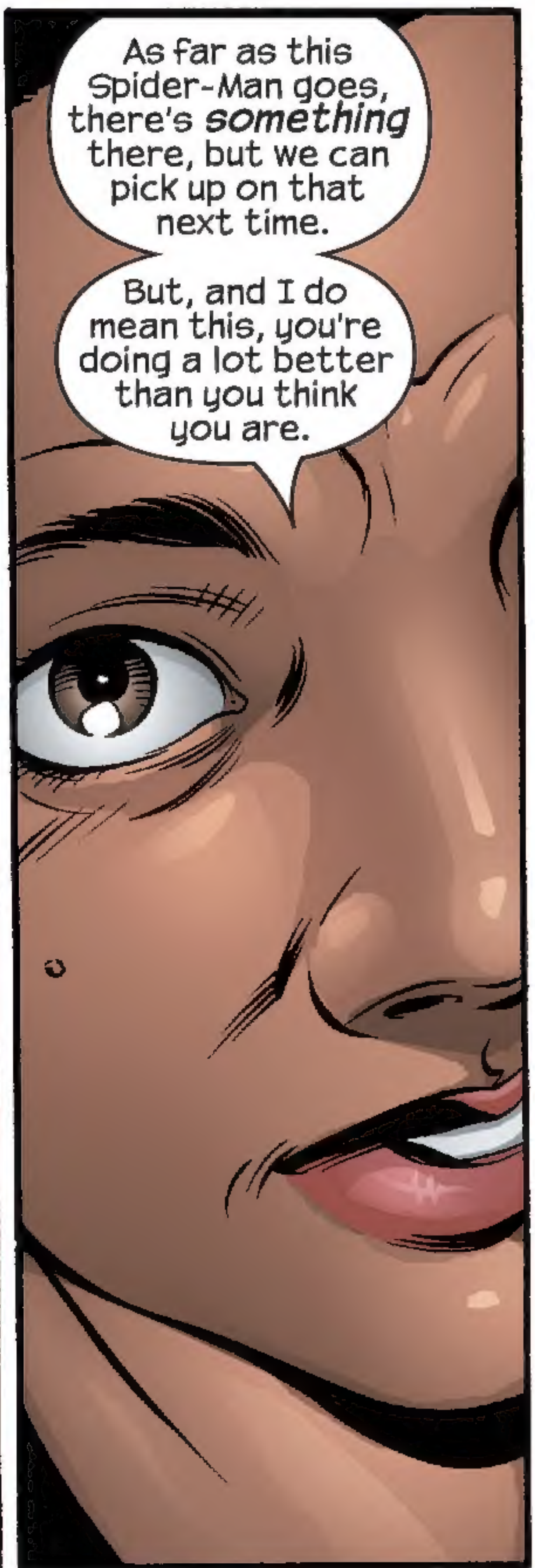
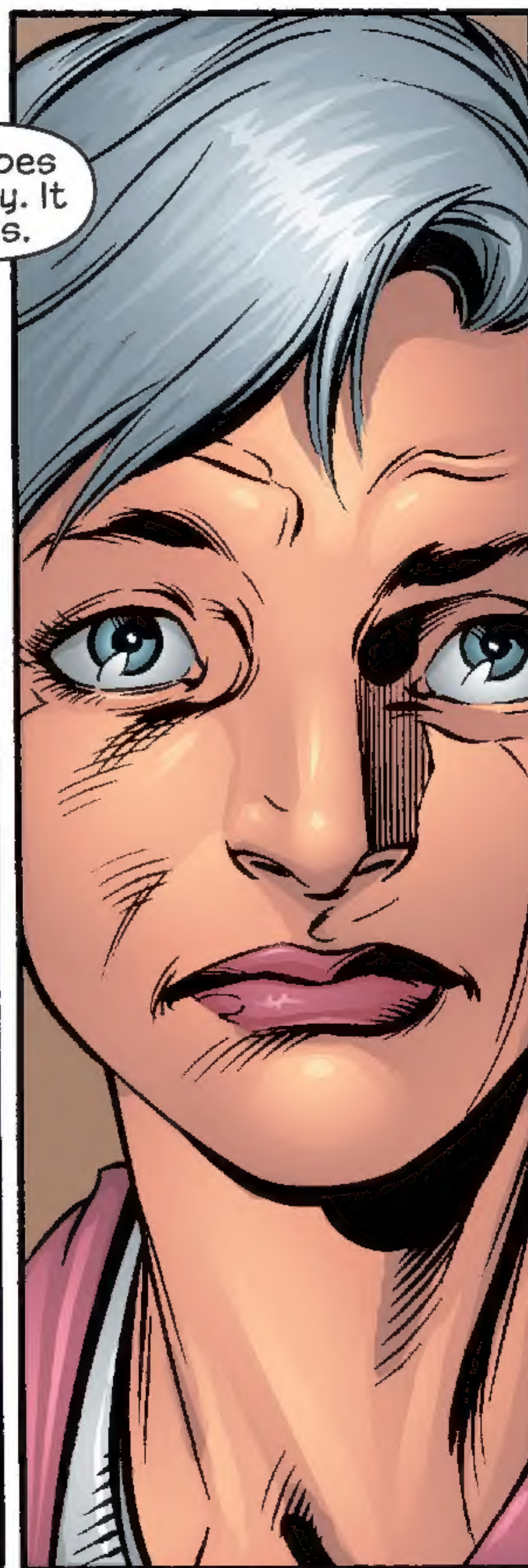
It just is.

But that aside, I will say, at this stage--



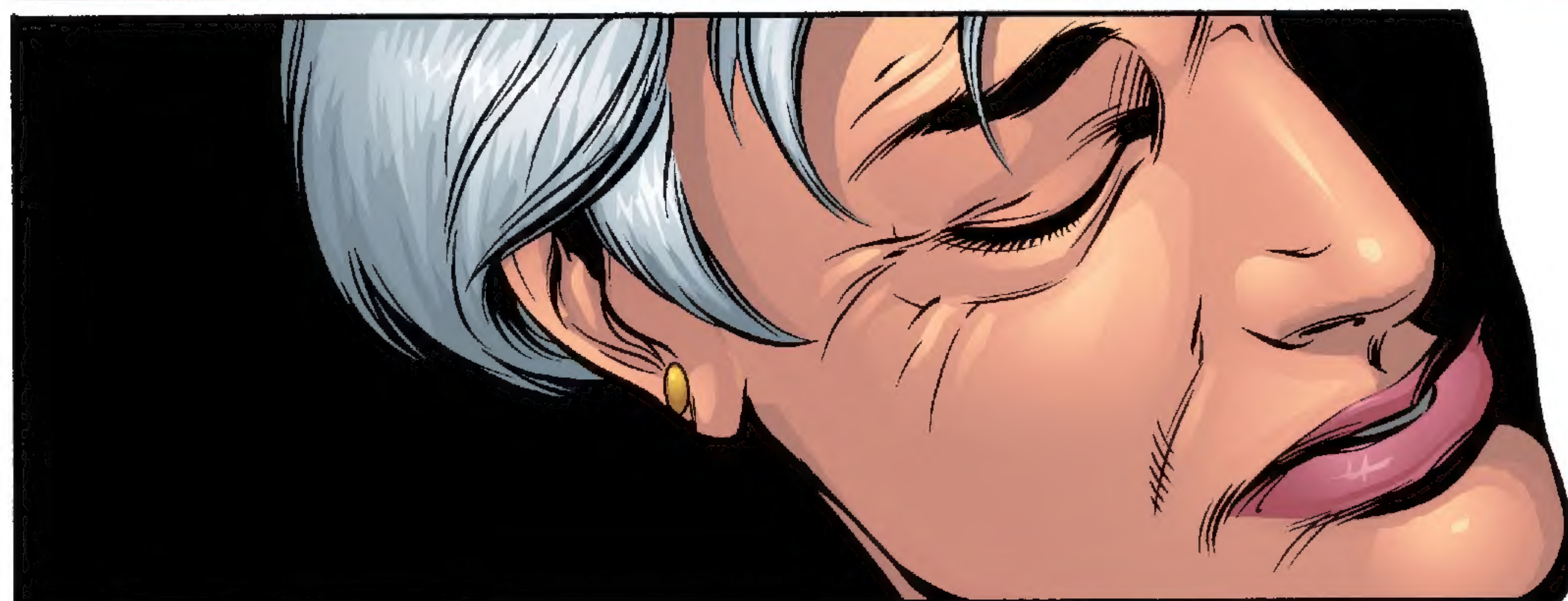
Your interest in another man is *healthy* and to be *applauded*.

Life goes on, May. It does.

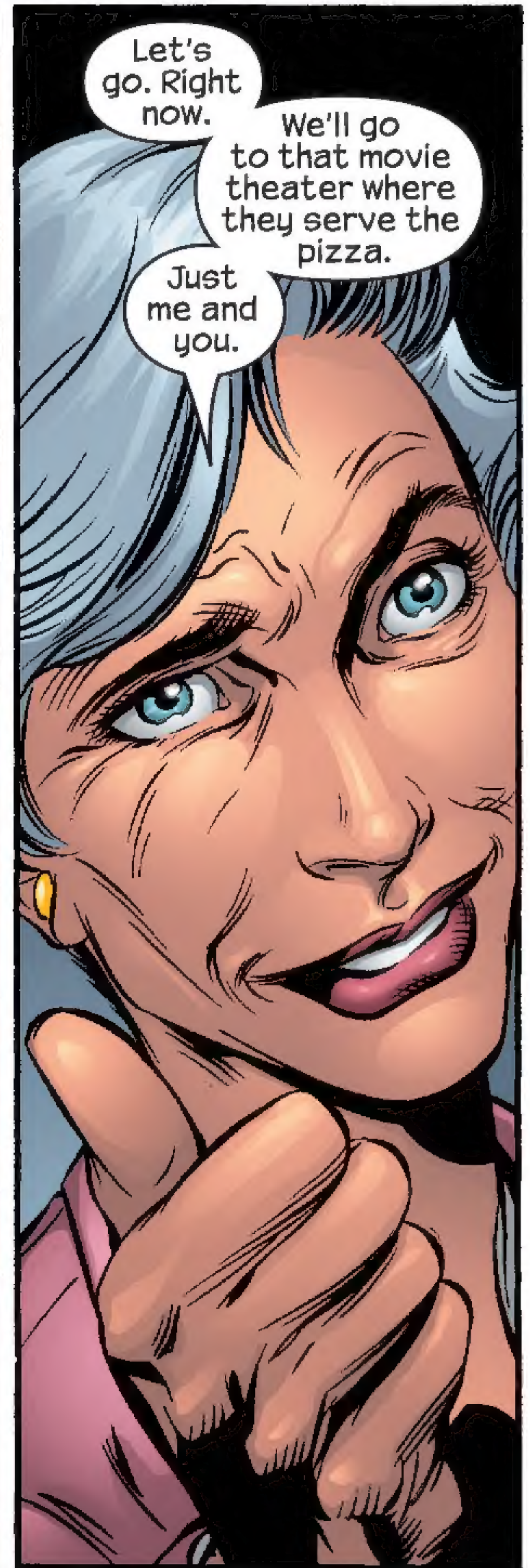
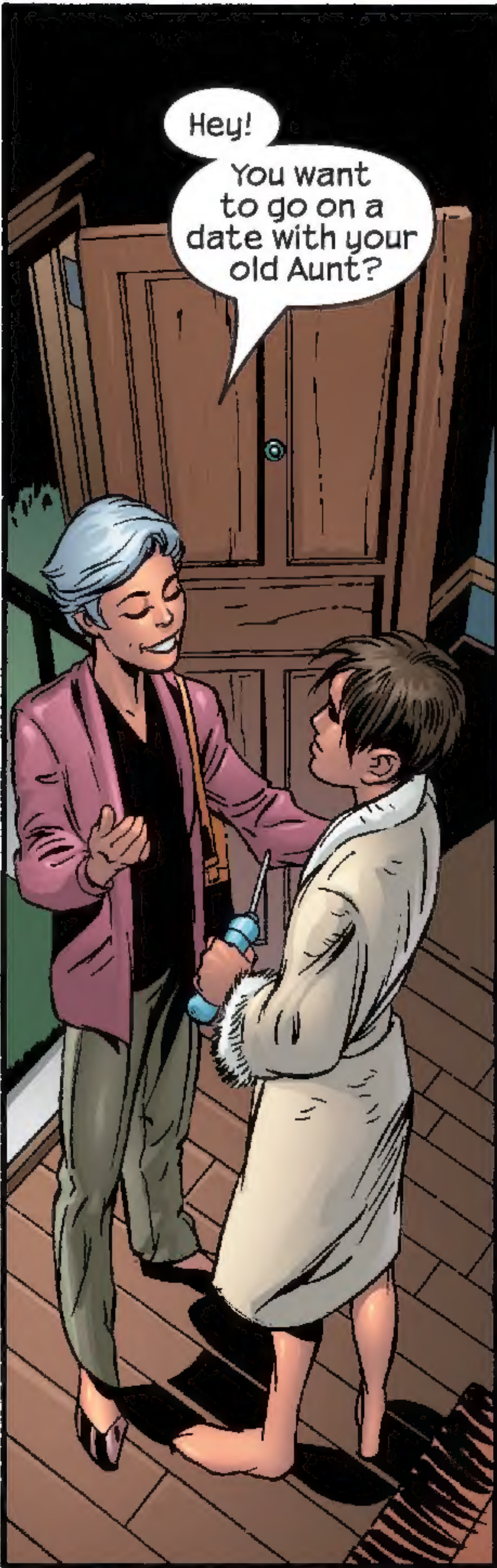
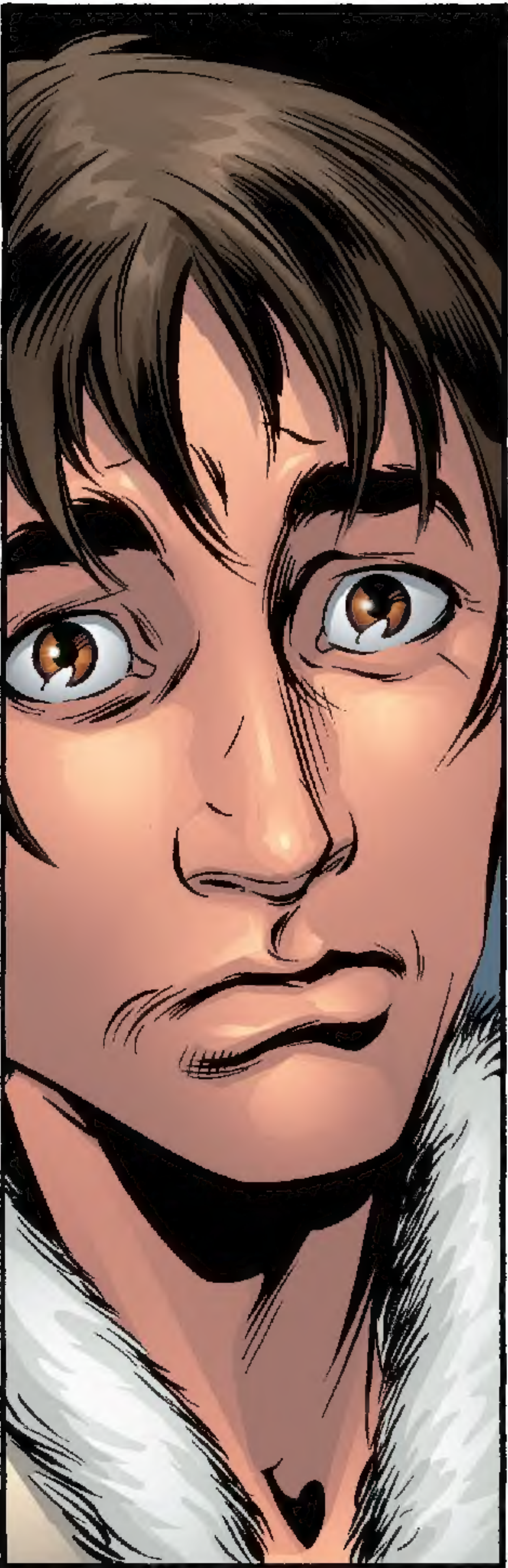
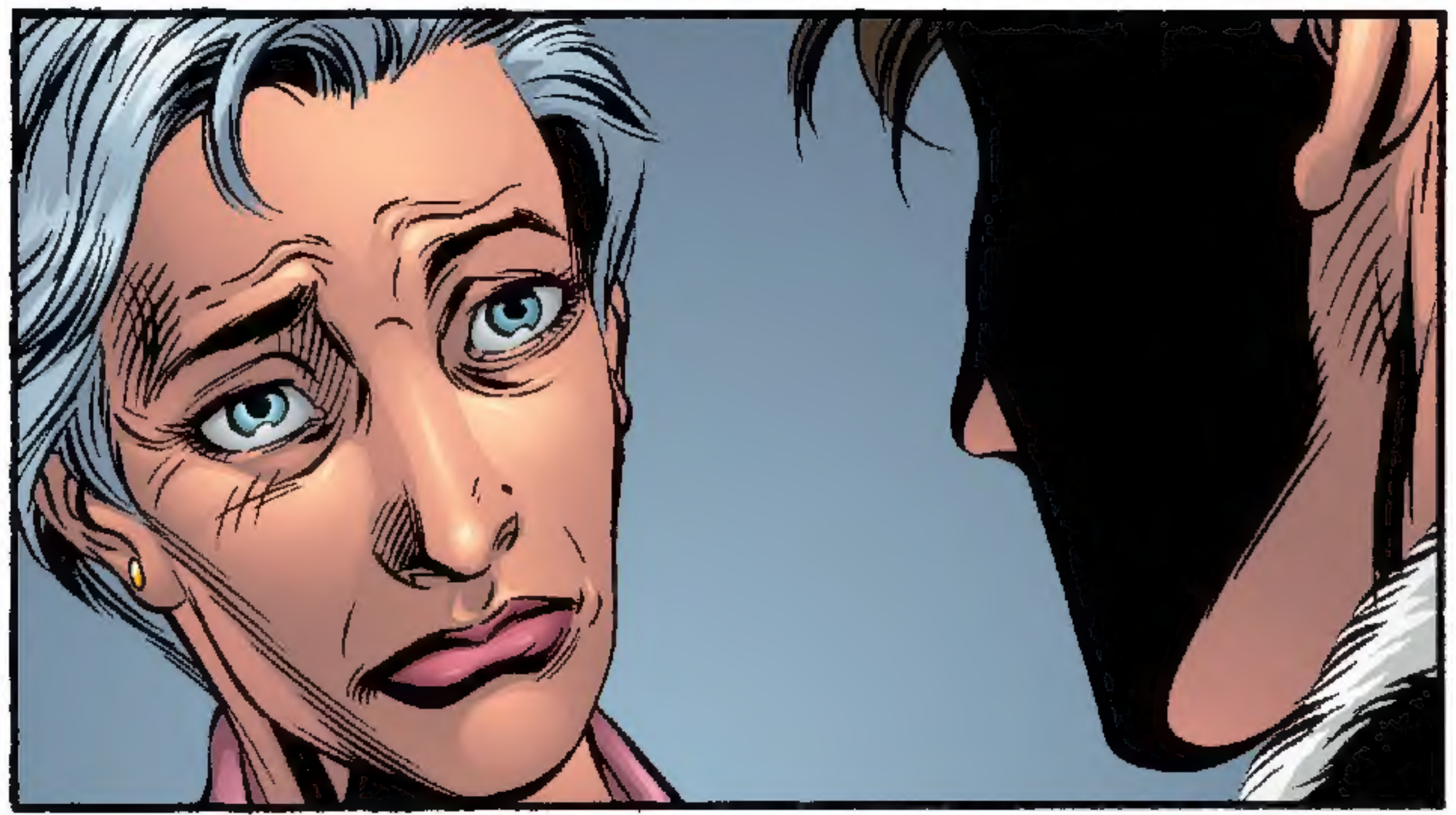
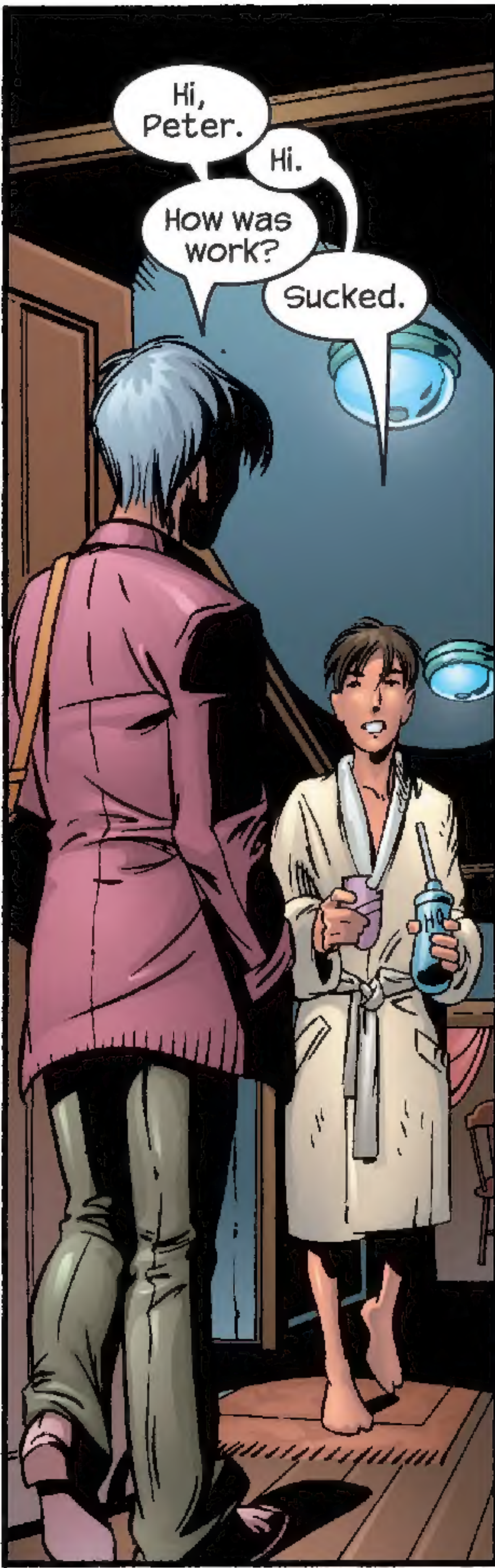
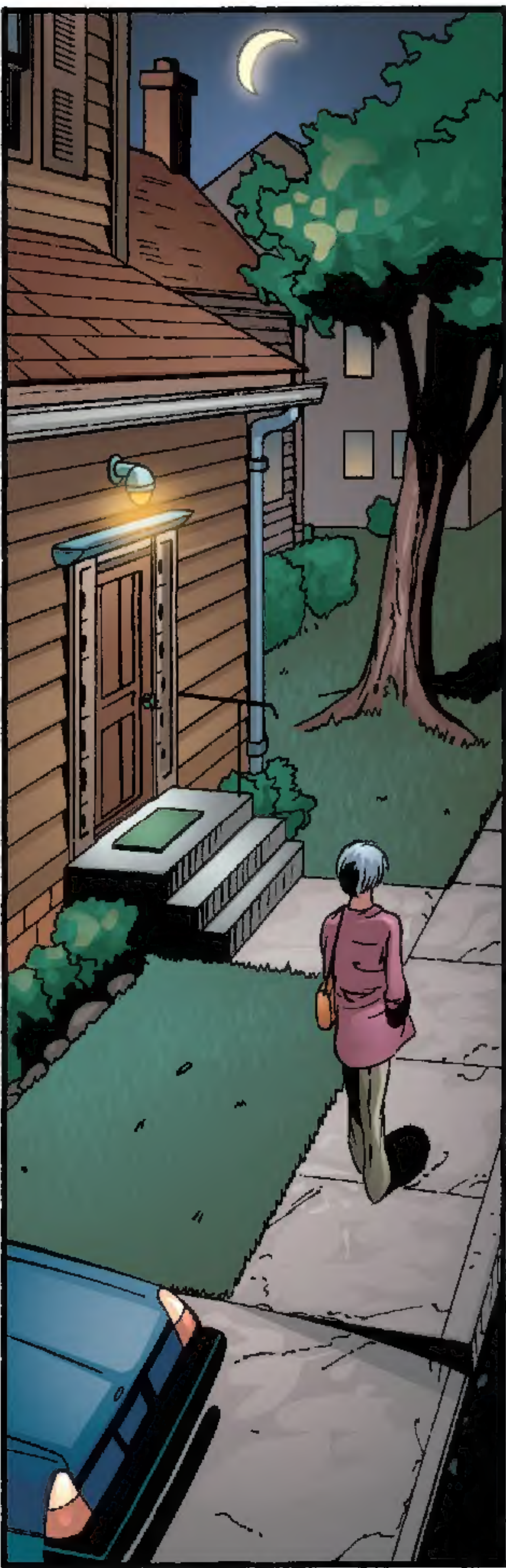


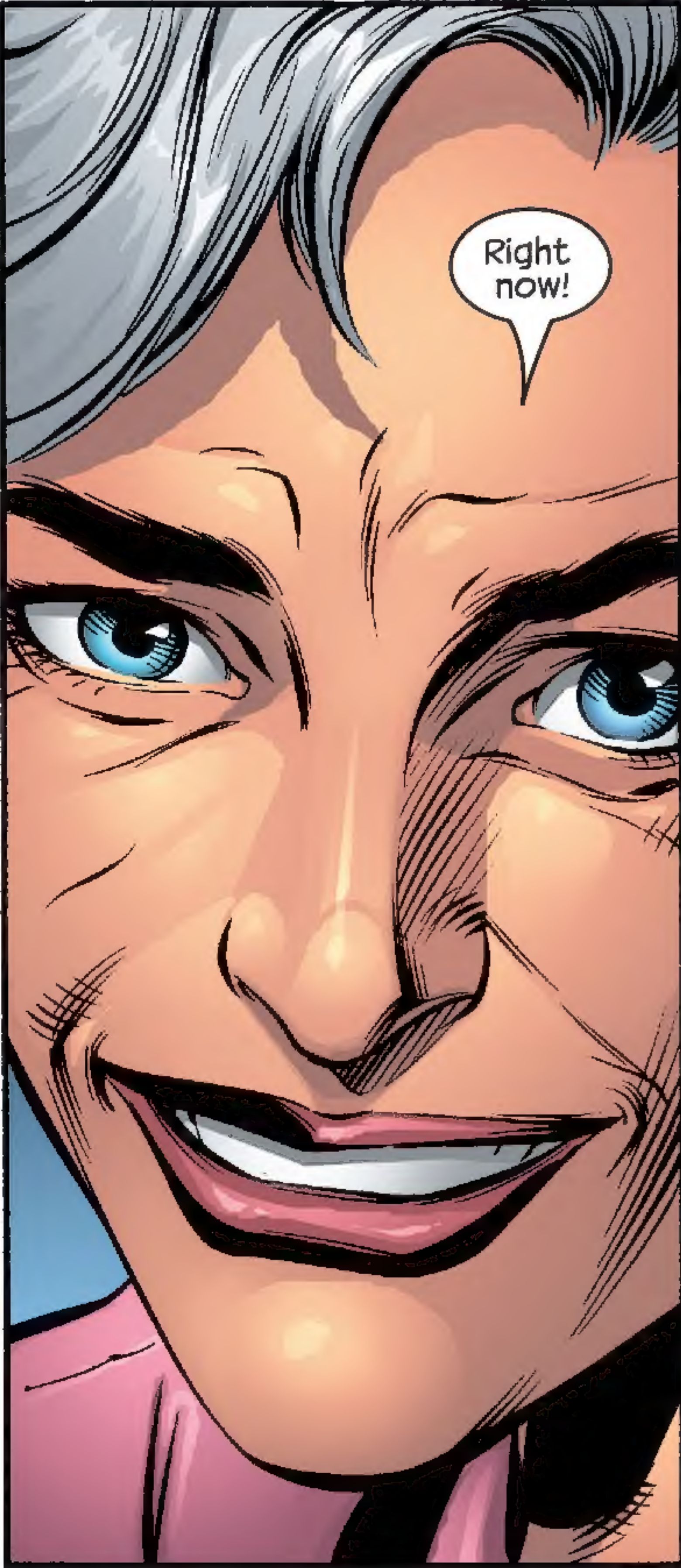
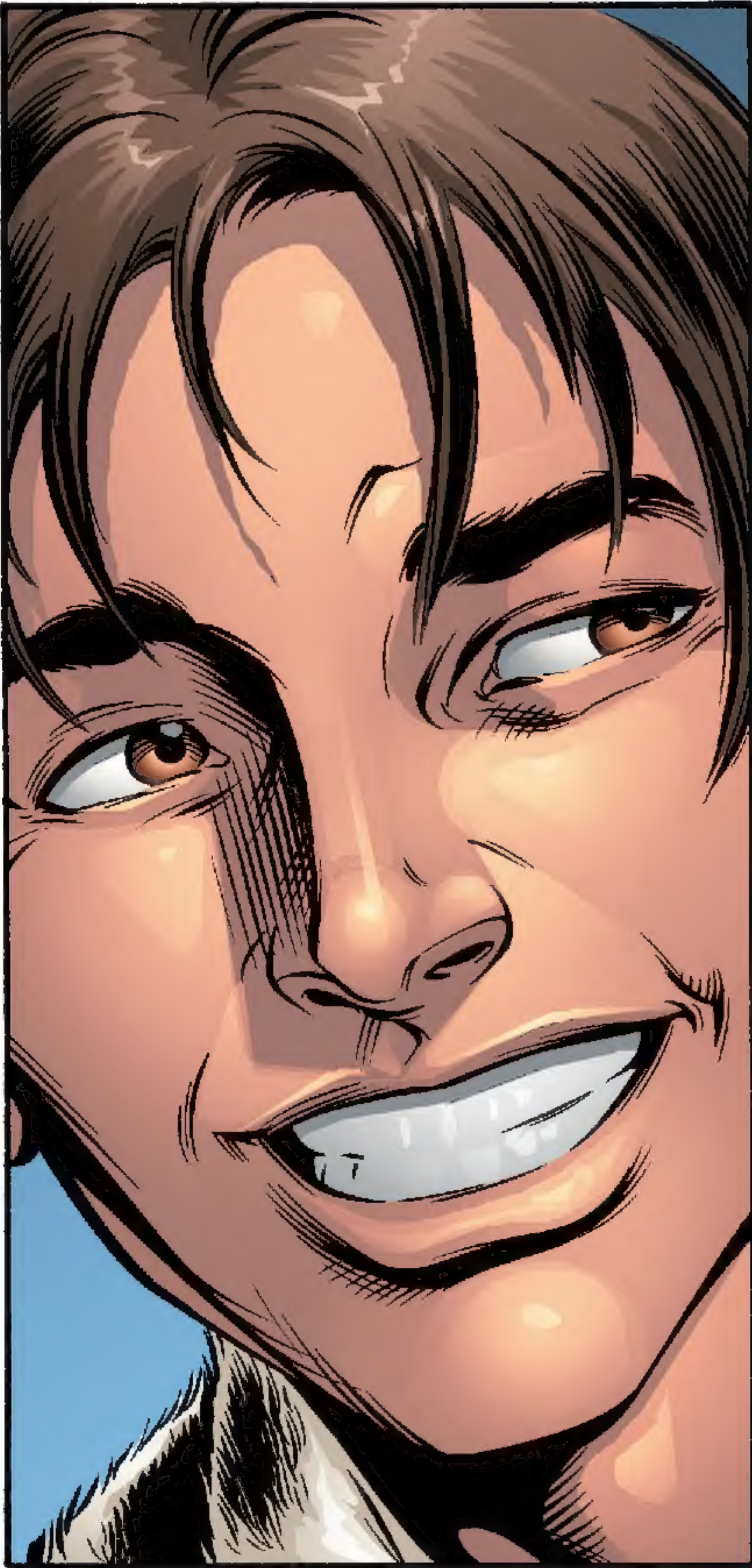
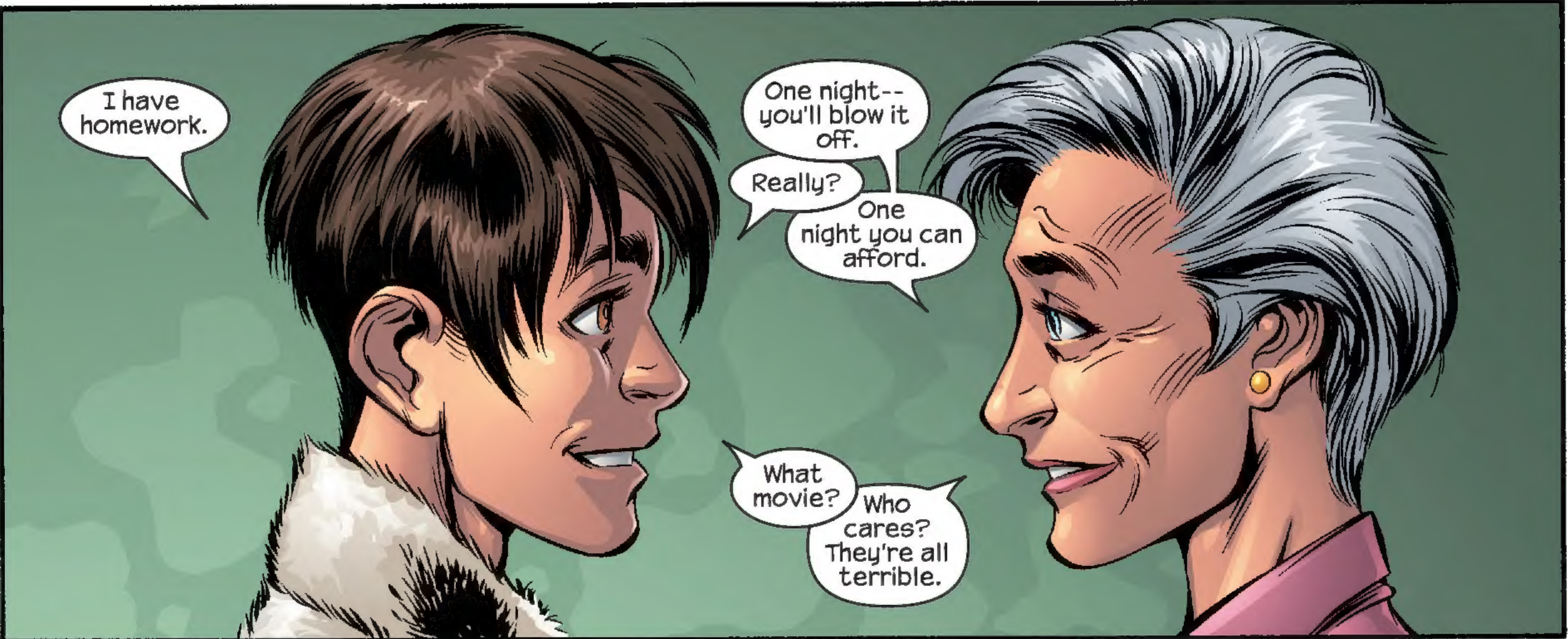
As far as this Spider-Man goes, there's *something* there, but we can pick up on that next time.

But, and I do mean this, you're doing a lot better than you think you are.



I'd have to be.





WITH GREAT
POWER,
THERE MUST ALSO COME
GREAT
RESPONSIBILITY.



Lately, that responsibility has brought only heartache for Peter Parker.

Ever since Peter and Mary Jane Watson broke off their relationship, their friendship has been nonexistent — and Peter has been trying without success to win her back. Now, when a new villain with lots of power and zero responsibility explodes on to the scene, Spider-Man has one more obstacle in his way. But even more important, how can Spider-Man fight the new mysterious foe named Geldoff if he can't even find a costume? Can a special appearance by the Ultimate X-Men help Spider-Man learn more about his new adversary?

Collecting **Ultimate Spider-Man #40-45**, written by **Brian Michael Bendis** (Avengers, New Avengers) and illustrated by **Mark Bagley** (Avengers Assemble, Fantastic Four).

MARVEL